ROCKY II

REDEMPTION

by

SYLVESTER STALLONE

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ROCKY II

REDEMPTION

FADE IN

1 THE FILM 1

STARTS WITH FILM CLIPS FROM ROCKY I... THE CLIPS WILL FILL IN ALL THE STORY POINTS UP TO SCENE 2. THE CREDITS ROLL OVER THIS.

2 THE CHAMPIONSHIP BICENTENNIAL FIGHT 2

IS IN ITS BRUTAL FOURTEENTH ROUND... THE CROWD IS FRANTIC AND CHANTING THE FIGHTERS' NAMES. THE ARENA TREMBLES TO ITS FOUNDATIONS.

3 THE CHAMP, APOLLO CREED 3

IS SLUMPED IN HIS CORNER AS HIS CORNERMEN FRANTICALLY WORK ON HIM... HE IS CRAMPED IN PAIN.

TRAINER
How ya feel, Champ?

CREED
(dazed)
... I hurt, Bro' -- my ribs, he broke my ribs.

4 IN ROCKY'S CORNER 4

MICKEY FRANTICALLY WORKS TO REVIVE ROCKY.

ROCKY
I can't see, ya gotta open my eye.

MICKEY
I can't.

ROCKY
... Open my eye, Mick.

MICKEY NODS TO AL SILVANI, WHO SECRETLY OPENS ROCKY'S EYE AND DRAINS THE BLOOD.

5 IN APOLLO'S CORNER 5

APOLLO'S TRAINER PLEADS WITH THE CHAMP.

TRAINER
I can't let you go out there -- Ya bleedin' inside -- I'm gonna stop the fight!!

CREED
You ain't stoppin' nothin'!

TRAINER
All right -- All right -- but ya gotta cover those ribs -- Hold your right elbow in.

6 ROCKY 6

SWAYS TO HIS FEET, WAITING FOR THE BELL.

ROCKY
Ya stop this fight, I'll kill ya!

MICKEY
Ya wanna go -- go!

ROCKY'S OTHER CORNERMAN, MIKE, SCREAMS DIRECTIONS AS THE ARENA RUMBLES WITH NOISE.

THE BELL RINGS.

7 THE TWO BATTLERS 7

CIRCLE WIDELY, AWAITING THE PERFECT MOMENT TO ATTACK... CREED FEINTS AND ROCKY FALLS FOR IT... THE CHAMP POWERS A PUNCH INTO ROCKY'S JAW THAT SAILS THE CHALLENGER'S MOUTHPIECE INTO THE SECOND ROW... THE CROWD GOES INSANE.

ROCKY'S BLOODY TEETH SNARL AS HE BECKONS THE CHAMPION TO COME AHEAD AND FIGHT TOE-TO-TOE... CREED DOES AND SENDS OUT AN EFFECTIVE BURST OF LEFT JABS... ROCKY COUNTERS BLOW-FOR-BLOW.

COMMENTATOR
... Creed is protecting his ribs -- He is fighting with one arm!!

CREED PAINFULLY DRIVES A PAIR OF JABS INTO ROCKY'S EYES.

CONTINUED

7 CONTINUED 7

ROCKY
(moving ahead)
Gimme ya best!!

MICKEY LOOKS AT THE CLOCK... TEN SECONDS TO GO.

ROCKY
Gimme ya best!!

BLOOD SPRAYS OVER THE ROPES AND ONTO THE HORRIFIED RINGSIDE PHOTOGRAPHERS.

THE FIGHTERS STAND TOE-TO-TOE AND DRAG EVERY REMAINING BIT OF STRENGTH FROM THEIR SOULS... THEY APPEAR TO HAVE ENTERED A DIMENSION BEYOND BLOOD AND PAIN.

THE FINAL BELL RINGS AND THE ARENA EXPLODES WITH APPROVAL... BOTH FIGHTERS COLLAPSE INTO EACH OTHER'S ARMS.

APOLLO
... Ain't gonna be no rematch!

ROCKY
... Don't want one!

8 ADRIAN 8

COMES RUSHING THROUGH THE CROWD... ROCKY IS NOW SURROUNDED BY REPORTERS.

COMMENTATOR
Rocky! Rocky! Will there be a rematch?

ROCKY
... Adrian!!!

9 THE ANNOUNCER 9
ENTERS THE RING

ANNOUNCER
Attention, please!! Ladies and gentlemen, tonight we have the rare privilege to have witnessed the greatest exhibition of guts and stamina in the history of the ring.

10 ADRIAN 10

SHOVES THROUGH THE CROWD AND IS ROUGHLY BUMPED AROUND.

ADRIAN
Rocky!

ANNOUNCER
Ladies and gentlemen, we have a split decision.

11 APOLLO 11

DID NOT EXPECT THIS AND TENSES... HIS CORNERMEN TRY TO REASSURE HIM... IT DOES NO GOOD.

12 THE COMMENTATOR 12

IS STILL PESTERING ROCKY, WHO LOOKS WILDLY FOR ADRIAN.

COMMENTATOR
(machine gun-like)
How'd you feel going into the last round?

ROCKY
(dazed)
Adrian! Get outta my face! I hadda 'nough things in my face tonight!!

ANNOUNCER
... Scores it eight-seven Creed ... Judge Roseman scores it eight-seven Balboa...

APOLLO IS RIGID... FEAR RADIATES FROM HIS EYES.

ROCKY
(insanely)
Adrian!!! Adrian!

ADRIAN SLIPS THROUGH THE ROPES AND RUSHES TO ROCKY.

ADRIAN
Rocky!

ROCKY
Where's ya hat?

CONTINUED

12 CONTINUED 12

ADRIAN
I love you!

THEY EMBRACE LIKE TWO INDIVIDUALS WHO, AT THIS MOMENT, HAVE BECOME FULFILLED, WHOLE PEOPLE.

ANNOUNCER
... Winner and still heavyweight champ, Apollo Creed!

13 FIGHT ARENA 13

ROCKY WATCHES APOLLO BEING CARRIED OUT OF THE RING ON THE SHOULDERS OF HUNDREDS OF FANS.

14 EXT. A VARIETY OF SHOTS OF AN AMBULANCE TRAVELING THROUGH PHILADELPHIA 14

15 EXT. HOSPITAL - NIGHT 15

A SHORT WHILE LATER, THE AMBULANCE PULLS INTO THE EMERGENCY EXIT OF A NEARBY HOSPITAL... TWO ATTENDANTS HELP ROCKY OUT... ADRIAN IS WITH HIM, SO IS MICKEY AND AL AND PAULIE. THE ACTION IS FRANTIC... TEN PHOTOGRAPHERS FLASH PICTURES OF ROCKY. *

ROCKY
(pained)
... I can walk, thanks.

PHOTOGRAPHER 1+2+3 *
Rocky, over here! Rocky this way! *

PAULIE
Give 'im some air!

ANOTHER ATTENDANT PULLS OUT A WHEELCHAIR.

MICKEY *
Get back! Get back! *

PHOTOGRAPHER #2 *
Rocky, here! *

ATTENDANT
It'd be better if you'd sit.

ADRIAN
Please sit, Rocky.

CONTINUED

15 CONTINUED 15

PHOTOGRAPHER #4
Rocky, here!

ROCKY
... Thanks.

ROCKY SITS IN THE WHEELCHAIR AND THEY ROLL HIM INSIDE.

16 INT. HOSPITAL CORRIDOR 16

ROCKY IS BEING WHEELED BY AN ATTENDANT... SEVERAL PEOPLE STICK THEIR HEADS OUT OF DOORWAYS AND CONGRATULATE HIM... SOME ONLOOKERS ARE HORRIFIED. THE ACTION IS HURRIED. MIKE AND AL ARE THERE. *

PAULIE
It's Rocky Balboa!

MICKEY
(low)
Who do they think it is?

PHOTOGRAPHER 1+2+3
Rocky, can you look here! Thank you.

AL *
Back off! *

ADRIAN
Let's hurry.

FAN
Way to do it, man. Shake my hand, my man! Shake my hand.

PAULIE
No hands -- No hand shakin' here --

MIKE *
His hands are sore. *

ADRIAN
The doctor will be right here --
(to Aide)
Where's the doctor?

AIDE
He'll be taken into the Emergency Room in a moment -- Would you like to fill out these insurance forms in the meantime?

CONTINUED

16 CONTINUED 16

PHOTOGRAPHERS
Rocky, this way -- This way -- Rock, over here!

PAULIE
(takes the forms)
This I'll do.

CONTINUED

16 CONTINUED 16

ROCKY
(to Adrian)
How bad's my nose? Bad as Mickey's?

MICKEY
It's not that horrible.

FIVE MORE PHOTOGRAPHERS CONVERGE ON ROCKY. A FLASH GOES OFF IN ROCKY'S FACE. MICKEY YELLS AT THEM.

MICKEY
Knock it off!

REPORTER #1
Is this the worst beatin' you ever got?

PAULIE
(to Reporter #1)
You're gonna get worse if ya don't get outta here.

REPORTER #2
What did you think going into the last round?

ROCKY
That I should have stayed in school.

ANOTHER FLASH GOES OFF IN ROCKY'S FACE...

MICKEY IS ABOUT TO REACT WHEN THE DOORS AT THE END OF THE HALLWAY SWING OPEN AND APOLLO CREED ENTERS ON A STRETCHER... HE IS FOLLOWED BY AT LEAST A CROWD OF THIRTY PEOPLE, MOSTLY PRESS. APOLLO'S WIFE, MARYANNE IS AT HIS SIDE.

APOLLO
(loud)
You -- Stallion! Stallion!

MICKEY TURNS ROCKY AROUND AS CREED'S ENTOURAGE APPROACHES... ALL THE REPORTERS QUICKLY DESERT ROCKY TO PESTER CREED.

ROCKY
(to Mick)
That's a familiar face I hear.

MICKEY
How's that?

CONTINUED

16 CONTINUED - 2 16

CREED PASSES AND SEES ROCKY IN A WHEELCHAIR.

PHOTOGRAPHERS *
Apollo, over here -- Apollo! Up *
here, please. *

APOLLO'S BODYGUARDS HOLD THEM BACK... FIVE HOSPITAL *
ATTENDANTS AND TEN CANDYSTRIPERS WATCH THE EXCITEMENT. *

APOLLO
(sorely)
-- Ya gotta dull skull, Stallion ... You're lucky -- so lucky! What ya did is a miracle -- You're the luckiest man on earth.

ROCKY
(to Adrian)
Do I look lucky?

APOLLO
(annoyed)
You don't go the distance with me -- C'mon, get out of that wheelchair, let's finish this fight right now.

MARYANNE *
Apollo, don't -- please sit down. *

ROCKY
(to Mickey)
Is he serious?

APOLLO
Get up an' I'll show you who's serious!

A GROUP OF REPORTERS STEP FORWARD.

REPORTER #1 *
Apollo, were you going down? Did the bell save you?

APOLLO
Bell nothin'. I'll fight him, any place, any time!

REPORTER #2 *
Does that mean there's going to be a rematch?

CONTINUED

16 CONTINUED - 3 16

APOLLO
Any place -- Any time!

ROCKY
Yo, Apollo, ya said there weren't gonna be no rematch.

APOLLO
Any place, any time.

REPORTER #3 *
Rocky, a rematch would be worth millions.

ROCKY
I'm retired.

APOLLO
Don't you back down on me! I gave you a shot, now I'm giving you a second shot!

ROCKY
Ya the best --

APOLLO
Are you backing down -- Are you?

ROCKY
(to Mickey)
Sure has a lot of energy --
(to Apollo)
-- Ya got nothin' to prove.

MICKEY
(to crowd)
Listen, I don't care what them judges say -- I say Rocky won!

PAULIE
Ya punched his lungs out --

AN INTERN STEPS FORWARD.

INTERN
We're ready.

THEY ROLL ROCKY AWAY.

APOLLO
You're gonna fight me again then you're gonna see how lucky you were this time -- You'll see how lucky. You're gonna fight me.

CONTINUED

16 CONTINUED - 3A 16

MARYANNE *
Apollo, please. *

THEY START TO ROLL HIM AWAY.

ROCKY
(to Adrian)
Maybe ya better go home -- I think I'm gonna be busy healin' for a while.

APOLLO *
Any place, any time! *

ADRIAN
... I'll be here.

ROCKY
No, mebbe ya should ride home with Paulie an' sleep.

CONTINUED

16 CONTINUED - 4 16

ADRIAN
You want me to?

ROCKY
Maybe ya better.

ADRIAN
... I love you.

PAULIE QUICKLY STEPS UP TO ROCKY AND WHISPERS, AS THEY MOVE ALONG.

PAULIE
Rock, if ya see Gazzo, would ya mention my name?

ROCKY STIFFLY NODS "YES" AS AN AIDE PUSHES HIM AROUND THE CORNER. BEFORE HE DISAPPEARS FROM VIEW, HE WAVES TO ADRIAN.

ADRIAN
(to Mickey)
Will be all right?

MICKEY
Some Band-Aids an' Vaseline.
He'll be as good as new.

ADRIAN
Do you think he'll fight again?

MICKEY
... Not with that eye.

17 INT. HOSPITAL EMERGENCY ROOM 17

ROCKY IS IN THE EMERGENCY ROOM... SEVERAL INTERNS BUSY THEMSELVES WITH CLEANING ROCKY UP AND ADMINISTERING SEVERAL CC'S OF SODIUM PENTOTHAL.

ROCKY *
What was put in the eye? *

AL *
(NAME OF MEDICINE) *

ROCKY
(fading)
My face feels like liver.

DOCTOR
You'll look just fine -- please just relax.

CONTINUED

17 CONTINUED 17

ROCKY
... Can ya fix my nose? -- I'm a little depressed about the nose.

DOCTOR
We'll set that too. It's this eye that concerns me.

ROCKY
The eye's good -- y'know, I ain't never really felt this great. Yeah.

18 EXT. HOSPITAL - NIGHT 18

PAULIE AND ADRIAN ARE AT THE BACK OF THE HOSPITAL... THEY ARE WALKING TOWARDS SEVERAL CABS PARKED AT THE CURB.

PAULIE
The Rock was great tonight -- wasn't he?

ADRIAN
... Yes.

PAULIE
Reminded me of a fight I had with that guy that called you ugly -- I never told you about it -- You're gonna marry him?

ADRIAN
... Yes. Don't you think that's good.

PAULIE
Good? -- Hey, I just wanna talk honest with ya -- I know Rock, what, a long time -- and him I wouldn't expect to change.

ADRIAN
I think we'll manage, Paulie.

PAULIE
Ya know, you an' him ain't got the same kinda attic...
(MORE)

CONTINUED

18 CONTINUED 18

PAULIE (CONT'D)
(taps his temple)
See what I'm sayin' is the guy's a born pug -- Fightin' is all he knows from... He don't know from nothin' else -- I think ya gonna find that out -- C'mon, get in the taxi.

ADRIAN
(pauses)
... I think I'm gonna stay.

PAULIE OPENS THE DOOR TO THE TAXI.

PAULIE
Get in the taxi I says -- ya need sleep.

ADRIAN
I'm sayin' good night, Paulie.
(she kisses him)

PAULIE
Yeah, good night.. y'know, I'd like to see ya around sometime -- I'm ya only brother.

PAULIE GETS IN AND THE TAXI PULLS AWAY, AND ADRIAN WALKS BACK TOWARDS THE HOSPITAL.

19 INT. HOSPITAL - ROCKY'S ROOM 19

GAZZO, THE LOAN SHARK, IS VISITING WITH ROCKY... THE LIGHTS ARE VERY LOW AND ROCKY IS HEAVILY BANDAGED, ESPECIALLY THE RIGHT EYE. HE IS PITIFUL.

GAZZO
... I thought ya had him the tenth. The in the fifteenth he was goin' down --

ROCKY
I think so.

GAZZO
Trust me, I was there, he was goin' down -- How's ya face?

CONTINUED

19 CONTINUED 19

ROCKY
(nasal)
How's it look?

GAZZO
I wouldn't want it.

ROCKY
Hey, Tony, could ya do me a favor?

GAZZO
What?

ROCKY
Ya know Paulie, my friend. He admires ya... Can ya give him my old job with ya?

GAZZO
Him collectin'?

ROCKY
He's good with numbers.

GAZZO
Sure, we'll give 'im ya old job. Whatta ya gonna do?

THE NURSE ENTERS AND IS SHOCKED BY GAZZO'S PRESENCE.

NURSE
What're you doing here? Visiting hours are over.

GAZZO
Hey, let me explain the situation -- Here's the situation -- Rocky Balboa's a relative of mine an' that should mean visitin' privileges in any language.

NURSE
(sharply)
You'll have to leave.

GAZZO
Sure, doll... Rocky, everybody's proud of ya -- I'm around.

THE NURSE STEPS FORWARD WITH A PILL CUP FULL OF MEDICATION. ROCKY RESEMBLES A MUMMY.

CONTINUED

19 CONTINUED - 2 19

NURSE
How do you feel tonight?

ROCKY
Very handsome -- Could ya tell me what room Apollo Creed's stayin' in?
(takes the pills)

NURSE
Number twenty-three -- Now get some sleep, Mr. Balboa.

ROCKY
... You too.

NURSE
Oh -- my kid would die for ya autograph -- Could ya sign it 'To my good friend, Charlie Flynn.'

THE NURSE ALREADY HAS A PAD AND PEN READY. ROCKY STIFFLY WRITES... THE NURSE EXITS.

ROCKY
(low)
'To my good friend, Charlie Flynn,' who I don't even know.

20 INT. APOLLO'S HOSPITAL ROOM - NIGHT 20

A THIN BEAM OF LIGHT RACES ACROSS APOLLO'S ROOM AS ROCKY ENTERS... THE LIGHT FALLS ON CREED'S SWOLLEN FACE, OTHERWISE THE ROOM IS DARK.

ROCKY
(softly)
Apollo?

APOLLO
(groggy)
Who's that?

ROCKY
Me, Rocky... Answer me one question.

APOLLO
What?

CONTINUED

20 CONTINUED 20

ROCKY
... Did ya gimme ya best?

APOLLO
(pause)
... Yes.

ROCKY SILENTLY EXITS, AND THE ROOM GOES DARK.

21 INT. ROCKY'S ROOM - NIGHT 21

ROCKY RE-ENTERS HIS ROOM... MOVING STIFFLY TOWARDS THE BED HE SEES A SILHOUETTE MOVING BESIDE THE BED... IT IS ADRIAN. SHE MOVES FORWARD AND EMBRACES HIM.

ADRIAN
(low)
... I couldn't find a cab...

22 EXT. HOSPITAL COURTYARD - DAY 22

SEVERAL DAYS HAVE PASSED AND ROCKY LOOKS MUCH BETTER, EXCEPT FOR THE BANDAGE OVER HIS EYE. HE IS WALKING DOWN THE BRICK LANE NODDING AT PASSERSBY. MOST OF THE BANDAGES ARE GONE, BUT HEAVY BRUISING REMAINS... ADRIAN WALKS BESIDE HIM... A WELL-DRESSED MAN OF THIRTY-FIVE STRIDES BESIDE HIM. HE IS AN AGENT. A SECOND AGENT FOLLOWS.

AGENT #1
The agency can almost guarantee commercial fees in excess of three hundred thousand for the next fiscal year...

PASSERBY (YOUNG AIDE)
Take care, Rock.

ROCKY
See ya, Pete.

ROCKY GLANCES AT THE CONTRACTS IN THE AGENT'S HANDS.

ROCKY
Ya want me to talk about shavin' stuff?

AGENT #1
... Imported toiletries.

CONTINUED

22 CONTINUED 22

THE NURSE WHO ASKED FOR THE AUTOGRAPH WAVES.

ROCKY GLANCES AT THE CONTRACTS IN THE AGENT'S HANDS.

AGENT #1
Plus a wide variety of fashionable products -- you'll provide an' honest image.

AGENT #2
The best.

A YOUNG BOY WITH HUGE BODY AND HEAD CAST IS WHEELED UP.

YOUNG PATIENT
Rocky, would ya sign my head?

ROCKY SMILES AND SIGNS.

ROCKY
I hope it don't go to ya brain.
(smiles)
Bet that's heavy.

YOUNG PATIENT
Yeah.

ROCKY
Yeah, but just think how fast ya'll be when ya get it off.

AGENT #2
Now the point is we have to set things in motion while your name's still in everybody's mind.

ROCKY
Then ya better hurry.

ADRIAN
(leans over)
Rocky, we've got to go.

ROCKY
Yeah, listen, I'll sign whatever ya want -- But we got more important business now.

AGENT #1
More important than this?

CONTINUED

22 CONTINUED - 2 22

ROCKY
... Absolutely.

23 INT., CHURCH - DAY 23

ROCKY AND ADRIAN ARE STANDING IN FRONT OF A PRIEST, FATHER CARMINE... THEY ARE GETTING MARRIED... PAULIE IS THE BEST MAN. MICKEY STANDS BEHIND ROCKY. GAZZO IS PRESENT. ADRIAN LOOKS BEAUTIFUL IN HER WHITE BRIDAL GOWN AND ROCKY OUT OF PLACE IN A SLIGHTLY SMALL TUX... THERE ARE NEARLY THIRTY PEOPLE PRESENT. ANDY, GLORIA, MIKE AND AL ARE PRESENT. *

PRIEST
... To be your lawfully wedded wife.

ROCKY
Absolutely -- yes.

PRIEST
Then I pronounce you man and wife.

ROCKY AND ADRIAN KISS.

ROCKY
It's gonna be great --
(to Priest)
-- Thanks, Father -- Ya did real good.

GLORIA *
Luck to ya's. *

ADRIAN *
Thank you. *

ROCKY *
Thanks. *

PAULIE
Good luck -- ya's need it.

GAZZO
Good move, Rock -- it was nice.

AL *
Good luck. *

ANDY *
Congratulations -- Rock, ya wanna buy into the bar -- Let me know. It's a solid joint.

CONTINUED

23 CONTINUED 23

ROCKY
Thanks, but I'm gonna make commercials.

ANDY
Commercials for what? Bruises.

ROCKY
(smiles)
Yeah, bruises.

MICKEY
Yeah, good luck to ya both -- I gotta get back to the gym. I gotta couple good prospects.

ROCKY
... Yeah? They good?

MICKEY
Yeah -- See ya.
(exits)
-- C'mon, Mike, Al.

PAULIE
C'mon, let's get drunk.

GAZZO
Wait a minute -- I wanna talk to to the bridegroom, here -- C'mere, Rock --
(to Adrian)
-- Ya look beautiful, Kid -- over here, Rock.

ROCKY STEPS TO THE SIDE WITH GAZZO...

PAULIE MOVES OVER TO ADRIAN.

ADRIAN
You look nice, Paulie.

PAULIE
Yes I do -- I'm on a diet too.

ADRIAN
Since when.

PAULIE
'Bout an hour ago.

GAZZO PATS ROCKY'S SHOULDER.

CONTINUED

23 CONTINUED - 2 23

GAZZO
This weddin' was nice -- So, let's hear it. What'd ya clear from the fight?

ROCKY
'Bout thirty-seven grand.

GAZZO
Taxes kill ya. So whatta ya wanna do? Ya want me to put some bread on the street? Let it work for.

ROCKY
Hey, I just got married here.

GAZZO
An' I'm happy for ya -- maybe ya should put ten grand on the street -- I'll double ya money.

ROCKY
I got plans.

GAZZO
It's good ya good plans -- How 'bout investin' in condominiums?

ROCKY
(very embarrassed)
Condominiums?

GAZZO
Yeah, condominiums?

ROCKY LOOKS AROUND TO SEE IF ANYBODY IS LISTENING.

ROCKY
(quietly)
I never use them.

24 thru 26 OMITTED 24 thru 26

26A EXT. ROCKY'S STREET - NIGHT 26A

IT IS AFTER THE WEDDING -- ROCKY AND ADRIAN MOVE AROUND THE CORNER. THEY ARE STILL DRESSED IN THEIR WEDDING CLOTHES.

CONTINUED

26A CONTINUED 26A

... ON THE CORNER ARE THE STREET SINGERS. THEY DRINK WINE AND HARMONIZE.

ROCKY ROUNDS THE CORNER WITH ADRIAN IN HIS ARMS.

SINGER
Yo, Rock, what happened?

ROCKY
I got married.

SINGER
Alright! -- How 'bout ya's have some wine.

ROCKY
Thanks but we got things to do... See ya's.

THEY MOVE ON.

ADRIAN
Who are they.

ROCKY
Them, they're like the neighborhood's jukebox -- Singin' all the time -- I never knew ya was so light.

ADRIAN
Never?

ROCKY
No, if I did, I woulda carried ya everywheres.

ADRIAN
Do you remember the first time we walked up this street.

ROCKY
Absolutely -- November 24th -- About ten-thirty in the evening. I even remember the tempature.

ADRIAN
No yer don't -- Do you?

ROCKY
Sure -- it started out very cold an' by the end of the night I was burnin' up!

CONTINUED

26A CONTINUED - 2 26A

THEY LAUGH.

ADRIAN
Are you getting tired?

ROCKY
Nah, this is great for the arms, y'know --

ADRIAN
I can't believe we're really married.

ROCKY
We are -- I got proof.

ADRIAN
It all happened so quick, didn't it.

ROCKY
Yeah, but I knew what was gonna happen from the start.

ADRIAN
What did you know?

THEY CLIMB THE STEPS TO HIS BOARDING HOUSE.

ROCKY
Well I said the first time I seen ya, I says to myself, I said this is the girl I want to marry, she's special -- She has the disease of being shy, but underneath them glasses, hat, an' what'd ya use to wear? 'Bout twenty sweaters.

ADRIAN
Three --

ROCKY
Yeah, three sweaters -- This is the best girl in Philly.

ADRIAN
Really.

ROCKY
Oh, yeah.

THEY ENTER.

26B INT. ROCKY'S BOARDING HOUSE - NIGHT 26B

ROCKY AND ADRIAN ENTER AND CLIMB THE STAIRS.

ADRIAN
How'd ya know?

ROCKY
It was definitely big love at first sight.

ADRIAN
But I was so afraid.

ROCKY
That didn't bother me none -- I gotta lotta patience, Adrian -- if ya didn't like me, I was willin' to hang around for a long time.

ADRIAN
How long?

ROCKY
I was willin' to wait for ya up to forty years, after that, I think I woulda had to make other plans, y'know.

ADRIAN
(kisses him)
... How're your arms?

ROCKY
Gettin' longer -- ya got the key.

ADRIAN UNLOCKS THE DOOR AND THEY ENTER.

26C INT. ROCKY'S APARTMENT - NIGHT 26C

ROCKY AND ADRIAN ENTER AND HE SETS HER DOWN AND LOCKS THE DOOR... THE TURTLES, AND GOLDFISH ARE PRESENT IN THE DIMLY LIT ROOM. BUTKUS THE DOG IS ON THE BED.

ROCKY
Here, we are -- safe an' sound... Yo, Butkus, find another seat, okay.
(the dog gets down)

ROCKY STARES INTO HER EYES.

CONTINUED

26C CONTINUED 26C

ROCKY
(low)
... Y'know, ya look beautiful.

ADRIAN
(quietly)
... Really think so?

ROCKY
Yeah, you're the best thing that ever come into my crazy life.

ADRIAN
... Do you think it'll always be like this.

ROCKY
... Oh, yeah.

ADRIAN NODS.

ADRIAN
I hope you don't get --

ROCKY
What?

ADRIAN
... tired of me.

ROCKY
Ya never gettin' rid of me.

ROCKY KISSES HER ON THE LIPS LIGHTLY.

ADRIAN
I hope I can do everythin' right.

ROCKY
Me too.

ADRIAN
... I hope nothing changes -- so much has happened.

ROCKY
I'm not changin' -- An' I sure ain't ever changin' nothin' about you.

THEY KISS AND ROCKY LIFTS HER AND CROSSES THE ROOM WITH ADRIAN STILL IN HIS ARMS.

CONTINUED

26C CONTINUED - 2 26C

ROCKY GENTLY LOWERS HER ONTO THE BED.

ADRIAN
... I love you.

ROCKY
... I love you.

THEY EMBRACE AND THE SCENE SLOWLY DARKENS.

27 INT. APOLLO CREED'S HOUSE - NIGHT 27

APOLLO IS IN BED WITH HIS WIFE. SHE IS ASLEEP. APOLLO IS RESTLESS AND FINALLY GETS UP AND GOES INTO ONE BATHROOM.

TURNING ON THE LIGHT, HE STARES HARD AT A PICTURE OF ROCKY TACKED ONTO THE MIRROR. HE TAKES A DEEP BREATH AND SITS DOWN AND STARES BLANKLY... A MOMENT LATER HIS WIFE ENTERS AND SILENTLY SITS NEXT TO HIM. SHE PUTS HER ARM AROUND HIM AND THE SCENE FADES.

28 INT. CITY HALL - DAY 28

ROCKY IS IN THE BEAUTIFULLY ORNATE RECEPTION ROOM... HE STANDS BESIDE THE MAYOR. SEVERAL REPORTERS ARE PRESENT, LIKEWISE TWO MINI CAMERA UNITS. THERE ARE TWENTY OBSERVERS.

MAYOR
Rocky Balboa, the great city of Philadelphia is honored to bestow on one of its favorite sons this plaque to serve as a reminder of one of the finest moments in sports, and a symbol of pride for every Philadelphian for years to come.

ROCKY STEPS FORWARD.

ROCKY
It's heavy -- Thank you, Mr. Mayor.

REPORTER
Rocky, now that you've retired, what kind of work will you seek?

ROCKY
Somethin' easy, y'know?

REPORTER
Like what?

CONTINUED

28 CONTINUED: 28

ROCKY *
I dunno -- Run for Mayor. *

THE MAYOR LAUGHS, AND HE AND ROCKY SQUARE OFF FOR THE CAMERAS. * *

29 INT. HIGH SCHOOL - DAY 29

ROCKY IS ON STAGE AT A PHILADELPHIA HIGH SCHOOL. THE STUDENT BODY IS PRESENT. ADRIAN SITS BESIDE HIM.

CONTINUED

29 CONTINUED 29

PRINCIPAL
And to Robert 'Rocky' Balboa, a former student -- a man they called a million-to-one shot -- South Philadelphia High School is proud to present you with an Honorary Diploma.

EVERYONE APPLAUDS AND ROCKY RISES.

ROCKY
I ain't sure -- sorry I'm not sure what to say... Ah, I retired from school when I was in Ninth Grade, y'know -- to be a fighter -- so it took me seventeen years an' a lotta beatin's to get this -- My advice to yas, is get it while it's hot, y'know what I mean -- Thanks.

30 OMITTED 30 *

31 INT. JEWELRY STORE - NIGHT 31

ADRIAN OBJECTS WHEN ROCKY SLIPS A GOLD BRACELET ON HER ... HE REFUSES TO LET HER TAKE IT OFF... SHE SIGHS AND SMILES...

ADRIAN
Rocky, you don't have to do this.

ROCKY
Look at ya little wrist there -- it's all naked and everythin' -- we gotta keep it covered so it don't catch no cold --

THEY LAUGH.

ROCKY
Yo, now we gotta cover the other one!

32 EXT. CAR LOT - DAY 32

ROCKY AND ADRIAN ARE STANDING NEXT TO A BLACK PONTIAC TRANS AM ROCKY HAS JUST BOUGHT... THE SALESMAN SHAKES ROCKY'S HAND.

ADRIAN
Rocky... Can you drive?

ROCKY
You kiddin'? I'm one of the greats!!

33 EXT. WOMEN'S CLOTHING STORE - NIGHT 33

ROCKY, DRIVING LIKE A REAL NOVICE, JERKS THE CAR TO THE CURB AND POINTS TO A NICE WOMAN'S COAT IN THE WINDOW, ALSO A MAN'S BLACK SILK JACKET WITH A TIGER ON THE BACK... ADRIAN SHAKES HER HEAD "NO"... ROCKY PARKS THE CAR HALFWAY ON THE CURB, ALMOST HITS A SOFT PRETZEL STAND. HE GUIDES ADRIAN INTO THE STORE. *

ROCKY
Look at them clothes. Oh, are we gonna be a head turner! *

34 INT. JEWELRY STORE - DUSK 34

ROCKY AND ADRIAN ARE AT SOUTH STREET JEWELRY STORE.

(CONTINUED)

31 INT. JEWELRY STORE - NIGHT 31

ADRIAN OBJECTS WHEN ROCKY SLIPS A GOLD BRACELET ON HER ... HE REFUSES TO LET HER TAKE IT OFF... SHE SIGHS AND SMILES...

ADRIAN
Rocky, you don't have to do this.

ROCKY
Look at ya little wrist there -- it's all naked and everythin' -- we gotta keep it covered so it don't catch no cold --

THEY LAUGH.

ROCKY
Yo, now we gotta cover the other one!

ADRIAN
Maybe we should buy later.

ROCKY
No problem.

32 EXT. CAR LOT - DAY 32

ROCKY AND ADRIAN ARE STANDING NEXT TO A BLACK PONTIAC TRANS AM ROCKY HAS JUST BOUGHT... THE SALESMAN SHAKES ROCKY'S HAND.

ROCKY
This is for you.

ADRIAN
We really don't need a car yet.

ROCKY
I'm gonna do commercials -- no problem.

ADRIAN
... Can you drive?

ROCKY
You kiddin'? I'm one of the greats!!

33 EXT. WOMEN'S CLOTHING STORE - NIGHT 33

ROCKY, DRIVING LIKE A REAL NOVICE, JERKS THE CAR TO THE CURB AND POINTS TO A NICE WOMAN'S COAT IN THE WINDOW, ALSO A MAN'S BLACK SILK JACKET WITH A TIGER ON THE BACK...

CONTINUED

33 CONTINUED 33

ADRIAN SHAKES HER HEAD "NO"... ROCKY PARKS THE CAR HALFWAY ON THE CURB, ALMOST HITS A SOFT PRETZEL STAND. HE GUIDES ADRIAN INTO THE STORE.

ROCKY
Look at them clothes. Oh, are we gonna be a head turner!

34 INT. JEWELRY STORE - DUSK 34

ROCKY AND ADRIAN ARE AT SOUTH STREET JEWELRY STORE.

CONTINUED

36 EXT. SOUTH PHILLY STREET - DAY 36

ROCKY, IN HIS CAR, DRIVES ADRIAN AND A REAL ESTATE AGENT DOWN A SOUTH PHILLY STREET LINED WITH ROW HOUSES ... IT IS A NICE NEIGHBORHOOD... THE CAR BUCKS TO A HALT AND ROCKY LEAVES IT FIVE FEET FROM THE CURB AND GETS OUT.

CONTINUED

36 CONTINUED 36

ROCKY
Nice bricks, huh?

ADRIAN
(to Agent)
Rocky's an' expert on bricks.

TWO GIRLS IN THE B.G. COME FORWARD.

GIRL
Rocky, can I have ya autograph?
-- Ya gonna move here?

ROCKY
(signing)
It's nice ain't it.

AGENT
A very solid neighborhood.

ROCKY
Nice bricks.

37 INT. HOUSE - LIVING ROOM - DAY 37

ADRIAN
Does it have copper plumbing?

ROCKY
There's a great place to set up a bag...
(to Adrian)
... I gotta teach ya to work the bag.

AGENT
The house is structured with steel beam support and the floors are oak.

ROCKY POINTS TO A CORNER.

ROCKY
Mebbe that's a good spot for a TV.

ADRIAN
(smiles)
What're the taxes a year?

CONTINUED

37 CONTINUED 37

SALESMAN
Fifteen hundred.

ROCKY
(to Salesman)
Y'know -- I like it, Adrian. I know a great deal when I see one.

ADRIAN
Can I talk to you?

ROCKY AND ADRIAN MOVE TO THE SIDE.

ADRIAN
You're makin' this man's job very easy. Now the bank says it will carry a sixteen-thousand first mortgage at nine-and-a-half percent.

ROCKY
It don't matter... let's get the house.

ADRIAN
Are you sure?

ROCKY
Absolutely.
(to Agent)
... We'll take it.
(turns to Salesman and mock threatens him)
An' it better not leak, or else.
(smiles)
Could ya step outside?

THE AGENT LEAVES AND ROCKY DRAWS ADRIAN ASIDE AND SPEAKS SOFTLY.

ROCKY
Y'know... I feel dumb talkin' like this with the lights on... But none of this stuff -- the house, the plumbin' -- means nothin' 'cause without ya being here I wouldn't be here -- ya make sense outta that?

CONTINUED

37 CONTINUED - 2 37

ADRIAN
... You don't have to speak.

ADRIAN TOUCHES ROCKY'S FACE AND KISSES HIM FULLY AS THE SCENE FADES.

38 INT. APOLLO'S GYM 38

THE CHAMP IS SWEATING PROFUSELY AS HE PUNCHES THE HEAVY BAG.

TRAINER
... Time!

APOLLO REFUSES TO STOP POUNDING AND THE SCENE FADES.

39 INT. DOCTOR'S OFFICE - DAY 39

ROCKY STANDS IN THE HALLWAY OF A MEDICAL BUILDING. A SIGN ON THE OFFICE READS "DR. BORSARA - GYNECOLOGY." ADRIAN STEPS OUT.

ROCKY
Yes?

ADRIAN
...Yes.

ROCKY
Yo, Adrian, ya did it!!

40 INT. STUDIO - STAGE - DAY 40

ROCKY IS HAVING MAKE-UP APPLIED BY AN EFFEMINATE MAKE-UP MAN... THE TALENT AGENTS STAND TO THE SIDE... DISCO MUSIC RISES FROM THE MAKE-UP MAN'S CASSETTE RECORDER... ROCKY STARES AT HIS FACE IN THE LARGE MIRROR SURROUNDED BY LIGHT BULBS... ADRIAN IS THERE AND FOUR MONTHS PREGNANT. ROCKY IS DRESSED AS A CAVEMAN IN A TIGER-SKIN, ACROSS THE CHEST BATHING SUIT. * *

AGENT
Listen, we're sorry it took a couple months to get you here, but the sponsors wanted to make sure all the swelling was gone.

ROCKY
Sure.

CONTINUED

40 CONTINUED 40

AGENT
Is he ready?

MAKE-UP MAN
... Finito.

ROCKY
How do I look?

AGENT
The best!

ADRIAN
... Different.

41 INT. STUDIO 41

PICKS UP HIS CLUB. ROCKY CROSSES TO THE GLARING LIGHTS... *

ADRIAN
Don't be nervous.

ROCKY
(smiles)
... Be honest, I look stupid.

ADRIAN
Yes.

ROCKY
Ya got any deodorant?

THE CAMERA IS READY... THE DIRECTOR, A THIN, SHORT MAN WITH A BEARD, KEENLY OBSERVES THE PERFORMANCE... TWO GIRLS IN JUNGLE QUEEN OUTFITS GO OVER TO THE SET, WHICH IS A ROCK AND SOME PALM TREES. * * *

DIRECTOR
All right -- get it together -- you know the routine, Rocky. Just like we rehearsed. We're running late. Sit down, Rocky. All right -- All right -- Ready --

CAMERAMAN
Rolling.

SOUND MAN
... Speed here.

CONTINUED

41 CONTINUED 41

DIRECTOR
... Action.

ROCKY READS FROM LARGE CUE CARDS.

ROCKY
(stilted)
Go now? Okay -- In the morning -- I-splash-it-on-an'it-does-smell-mainly...

DIRECTOR
Cut! Manly! -- The word is manly ... Once again.

ROCKY
Excuse me.

DIRECTOR
Yes.

ROCKY
I know I said it wrong, an' y'know it really don't smell manly...
(smiles)
I mean, d'ya think this stuff smells like a man -- I would say no.

DIRECTOR
Do you want to try it again?

ROCKY
Sure, but it still don't smell manly. Adrian, don't it remind you of fruit punch of somethin'?

DIRECTOR
Do you mind?

ROCKY
Sorry.

ROCKY LOOKS PAINFULLY EMBARRASSED. HE SMILES AT ADRIAN WHO SMILES BACK. ROCKY COVERS HIS RIGHT EYE AND LOOKS AT THE CUE CARD. IT IS BADLY BLURRED.

DIRECTOR
Once again.

CONTINUED

41 CONTINUED - 2 41

CAMERAMAN
... Rolling.

SOUND MAN
... Speed.

STICKMAN
"Beast After Shave" -- Take seventeen.

DIRECTOR
Action!

ROCKY
(very stilted)
... I splash it on and it-does-manly-things-to-me... It-surrounds-my face-with-class.

DIRECTOR
Cut!
(to Rocky)
The word is class. Do you know the word 'class'? -- It's in the dictionary. The way you slur it sounds like ass, or pass or sass! That's no good, Rocky -- No good. The word definitely is 'class.'

ADRIAN
Excuse me -- He'd do better if he had his glasses.

DIRECTOR
(rudely)
Thank you for the advice, whoever you are -- All right, picture up ... Never mind -- get him ready for the alternate layout --
(to the Agent)
The whole morning's a bust.

ROCKY STANDS AND PREPARES TO TRAVEL TO THE DRESSING ROOM.

ROCKY
(to Adrian)
... Y'know, it sounded great inside before it came out.

42 INT. CREED'S GYM - DAY 42

APOLLO CREED IS SHADOW BOXING IN FRONT OF A STAINED MIRROR. HIS EYES ARE INTENT. HIS BODY SHINES FROM CASCADING SWEAT. THERE IS A PICTURE OF ROCKY FROM A NEWSPAPER STUCK TO THE MIRROR.

43 INT. STUDIO - STAGE - DAY 43

ROCKY IS ONCE AGAIN UNDER THE LIGHTS, ONLY THIS TIME HE IS DRESSED AS A BOXER... THE MAKE-UP IS HIDEOUS AND RESEMBLES ROCKY AFTER HE HAD RECEIVED THE BEATING BY APOLLO CREED. BEHIND HIM IS A BACKDROP OF FIGHT FANS AND ROPES. ADRIAN STANDS AT HIS SIDE.

DIRECTOR
All right, wet him down -- Move!

THE MAKE-UP MAN STEPS UP AND SPRAYS ROCKY WITH A MIST WHICH RESEMBLES HEAVY SWEATING... ROCKY LOOKS PATHETICALLY DOWN.

DIRECTOR
Ready!

SOUND CAMERA
Rolling... speed.

STICKMAN
"Beast After Shave" -- The Contender -- Take one.

DIRECTOR
Try to get it right -- Action!

A YOUNG BESPECTACLED MAN HOLDS UP A STACK OF PRINTED CUE CARDS.

ROCKY
(reading)
Hi -- My-name-is-Rocky-Balboa-the-Italian-Stallion-I-am-the-American Dream-but-not...
(pauses)
Can I do it over please?

DIRECTOR
Christ -- Cut! No, keep it going -- Go on. Look, just read the dummy cards. C'mon, we're rollin'.

CONTINUED

43 CONTINUED 43

ROCKY
(low)
Dummy card?

ROCKY LOOKS MORE EMBARRASSED FOR ADRIAN THAN HIMSELF... THE MAKE-UP MAN WETS HIM DOWN.

ROCKY
Hi -- my-name-is-Rocky-Balboa-the-Italian-Stallion-They-say-I'm-the-American Dream-but-I'm-not... After-a-hard-day-in-the-ring-I-look-like-the-American-scream... Then I say, 'Rocky, boy, you gotta shape up!'... Then-I-slap-on --

SEVERAL OF THE NEARBY WORKERS, THE SOUND MAN, A GRIP, AND SCRIPT GIRL APPEAR TO BE FEELING VERY SORRY FOR ROCKY.

ROCKY
(his voice begins to crack)
-- Beast-After-Shave, then-I-really-am-the-American Dream-so-don't-be-punchy -- So-don't-be-punchy-like-me --
(weakly)
Be-a-smart-guy-an'...

ROCKY STOPS AND FACES THE DIRECTOR.

ROCKY
Wait, y'know, I wanna explain something -- I ain't punchy -- I got what ya call a relaxed brain, not punchy.

DIRECTOR
What's the difference -- just read it the way it's written.

ROCKY
No, that's not right -- This ain't right.

DIRECTOR
What isn't?

CONTINUED

43 CONTINUED - 2 43

ROCKY
You're a rude guy -- I'm tryin' hard an' ya bein' rude. That's bad manners, y'know -- isn't it, Adrian.

ADRIAN
Yes.

ROCKY
But I gotta be almost punchy to be doin' this in front of my wife.

DIRECTOR
Look, you want to quit. Then quit! Leave! I didn't want to do this layout in the first place!

ROCKY PULLS OFF SOME OF THE THICK BOXING MAKEUP, WALKS OVER TO THE DIRECTOR AND CALMLY TAKES HIS ARM.

ROCKY
(hands the Director the after-shave)
Y'know, you got the wrong name for this stuff -- ya oughta call it Creep Cologne.

ROCKY POURS IT ON THE DIRECTOR'S HEAD... THE DIRECTOR IS OUTRAGED AND ROCKY TURNS TO ADRIAN.

ROCKY
Does smell like fruit punch don't it?

ROCKY AND ADRIAN LEAVE.

44 INT. APOLLO CREED'S HOUSE - DAY 44

APOLLO'S WIFE IS DOWNSTAIRS AND CROSSING INTO THE LIVING ROOM... HIS TWO YOUNG CHILDREN RUN PAST. APOLLO COMES OUT OF THE BEDROOM, LOOKS DOWN OVER THE BALCONY AND CALLS TO HIS WIFE.

APOLLO
Mary Anne -- listen to this! --
(reading)
'You didn't beat nobody, and anybody who knows boxing knows the fight was fixed'...
(MORE)

CONTINUED

44 CONTINUED 44

APOLLO (CONT'D)
(to his wife)
Listen to this one. 'You call yaself a champ, you're a fake. The fight was a fake! Go kill yourself....

MARYANNE
Wouldn't you like to play with your children instead of reading hate mail?

APOLLO
(reading)
'How much did you get to carry the bum for fifteen rounds -- You're a disgrace!'

MARYANNE
Why can't you ignore it?

APOLLO
That's me they're talking about.

MARYANNE
Honey, why don't you retire, we have more than we'll ever need?

APOLLO JUST HEAVES THE LETTERS AGAINST A CHANDELIER AND GOES INTO HIS ROOM AND SLAMS THE DOOR.

45 ROCKY'S STREET - DAY 45

ROCKY IS OUTSIDE HIS HOUSE PLAYING STICKBALL WITH TEN NEIGHBORHOOD KIDS. ROCKY HAS A BROOMSTICK IN HIS HAND AND LOOKS HAPPY... A YOUNG BOY NAMED BILLY PITCHES... ROCKY SWINGS AND MISSES.

BILLY
C'mon.

ROCKY
Let me get ya in focus.

ROCKY COVERS ONE EYE AND IT IS BLURRED. HE CLOSES THAT EYE AND SMILES.

ROCKY
C'mon, Swifty, let's see ya best!

CONTINUED

45 CONTINUED 45

ROCKY LEANS BACK AND SMACKS THE BALL FAR. ROCKY ROUNDS THE BASES AND TEASES BILLY AND HIS TEAM. THEY TEASE BACK.

ROCKY
Now I know the day weren't no waste.

46 EXT. ROCKY'S HOUSE - NIGHT 46

ROCKY AND ADRIAN ARE SITTING ON THE BACK STEPS OF THEIR HOUSE. ROCKY IS READING A PAPERBACK BOOK. ADRIAN FANS HERSELF. A BULB OVER THE DOOR IS THE READING LAMP. BUTKUS IS THERE.

ROCKY
(reading)
'It's no time to cuss me,' snarled the robber. 'By Gawd! Fellas grab your rifles an' take cover.'
(to Adrian)
How's that sound?

ADRIAN
Good.

ROCKY
Bein' a good reader is gonna help when I get an office job -- Wanna hear some more?

ADRIAN
(smiles)
I can't wait!

ROCKY
'There ain't no cover, Smokey,' said Brad Lincoln, 'we better head for the canyon.

ADRIAN
You read nice.

ROCKY
(laughs)
... Thank you. Y'know, you lie nice.

HE KISSES HER.

47 INT. EMPLOYMENT OFFICE - DAY 47

ROCKY IS BEING INTERVIEWED BY A CHUBBY, STUBBY MAN IN HIS THIRTIES WHO APPEARS TO HAVE NOT SEEN THE SUN IN YEARS.

ROCKY SITS STIFFLY IN HIS NEW SUIT.

CONTINUED

47 CONTINUED 47

INTERVIEWER
... And how far did you go in high school, Mr. Balboa?

ROCKY
... Ninth.

INTERVIEWER
-- And one last question. Do you have a criminal record?

ROCKY
Ah -- nothin' worth braggin' 'bout.

INTERVIEWER
Would ya consider any sort of manual labor?

ROCKY
There's nothin' wrong with honest work, y'know. But I'd like to see if I can make a livin' sittin' down.

INTERVIEWER
Can I be honest? -- No one's going to offer you an office job, there's too much competition -- Why don't you fight, you're a good figher.

ROCKY STANDS AND SO DOES THE INTERVIEWER.

ROCKY
Was ya ever punched in the face five hundred times a night?

ROCKY GIVES A MILD SMILE AND LEAVES.

ROCKY
... Stings after awhile.

48 INT. CREED'S GYM - DAY 48

THE CHAMPION IS SPARRING WITH ANOTHER LARGE FIGHTER. APOLLO MOVES WITH INCREDIBLE INTENSITY AS HE BANGS AWAY.

49 INT. EMPLOYMENT OFFICE - DAY 49

ROCKY STANDS AND SHAKES HANDS WITH A THIN MAN BEHIND A DESK... ROCKY WEARS HIS SUIT AND HAS OVER-GROOMED HIMSELF.

MANAGER (THIN MAN)
... I'm very sorry.

ROCKY EXITS AS SEVERAL PEOPLE, AWAITING INTERVIEWS, LOOK AT HIM AND COMMENT AMONG THEMSELVES.

50 INT. APOLLO CREED'S GYM - DAY 50

CREED IS STILL SPARRING, HIS INTENSITY IS BUILDING.

51 INT. EMPLOYMENT OFFICE - DUSK 51

ROCKY NOW SITS IN A QUALITY EMPLOYMENT OFFICE... HE IS TENSE AND EMOTIONALLY DEPLETED. A MAN WITH GREY HAIR ADDRESSES HIM.

MANAGER (MAN)
Mr. Balboa... You have to be realistic... No high school diploma, no qualifications -- don't you think you'd be more content in a good paying menial labor job?...

ROCKY
... Y'know, if ya guys could look past the outside, you'd see there is something inside here...

HE EXITS.

52 INT. CREED'S GYM - DAY 52

APOLLO HAS NOW SET THE SPARRING PARTNER UP AND UNLEASHES A VICIOUS COMBINATION THAT DROPS THE MAN COLD... APOLLO JUST STARES AT THE MAN WHILE HIS MIND RACES.

53 INT. MATERNITY SHOP - DAY 53

ADRIAN AND ROCKY ARE PICKING OUT A CRIB AND BABY DRESSER. *

CONTINUED

53 CONTINUED 53

SALESLADY
Do you have any preference in color?

ADRIAN
Rocky likes black.

SALESLADY
(stunned)
... Black baby furniture?

ADRIAN
... It might look nice.

SALESLADY
It's your kid.

ROCKY
Maybe black ain't right for baby furniture -- maybe we oughta get somethin' lighter, like brown.

ADRIAN
How about light blue?

ROCKY
Good -- an' keep shoppin'.
(to Saleslady)
I want her to have whatever she needs.

ROCKY HAS A WORRIED LOOK IN HIS EYES.

54 & 55 OMITTED 54 & 55

56 INT. MEAT HOUSE 56

ROCKY AND PAULIE STAND TALKING WITH THE ROTUND FOREMAN ... NEARLY ALL THE WORKERS IN THE BACKGROUND HAULING MEAT ARE BLACK.

FOREMAN
(sharp)
The only job I got is luggin' beef.

CONTINUED

56 CONTINUED 56

PAULIE
C'mon, Sid -- How 'bout something better than beef luggin'?

FOREMAN
Hey, that's all I got -- an' we're cuttin' back, too, so, Rocky, if ya wanna work, it'll be week to week, y'know.

CONTINUED

56 CONTINUED 56

ROCKY
When do I start?

FOREMAN
How 'bout tomorrow.

ROCKY
How 'bout today?

FOREMAN
... Yeah, we gotta load comin' in.

PAULIE
You don't have to thank me.

ROCKY STARTS TO FOLLOW THE FOREMAN.

ROCKY
(to Paulie)
... Thanks.

57 INT. MEAT HOUSE - DAY 57

A LARGE TRUCK IS BACKED UP TO THE LOADING DOCK AND A GROUP OF MEN CLAD IN WHITE JACKETS ARE LUGGING SIDES OF BEEF OFF THE TRUCK AND PLACING THEM ON SUSPENDED HOOKS.

A YOUNG MAN HAULING MEAT MIMES LIKE HE IS HITTING A SIDE OF BEEF.

YOUNG LUGGER (YOUNG MAN)
Rock... like old friends ain't they?

ROCKY
... Old friends never tasted this good.

YOUNG LUGGER
I hear that!

THE YOUNG LUGGER AND SEVERAL OTHER MEN LAUGH AND THE WORK CONTINUES.

58 EXT. ROCKY'S STREET - DUSK 58

ROCKY DRIVES HOME AND SLOPPILY PARKS AND HITS A TRASH CAN... ADRIAN STEPS OUTSIDE.

CONTINUED

58 CONTINUED 58

ROCKY GETS OUT OF THE CAR. HE PULLS OUT TWO HUGE BEEF THIGH BONES.

ADRIAN
(laughs)
What's that?

ROCKY
Bones for Butkus -- you, Butkus!
Ya ain't gonna believe it!

ADRIAN
I don't either.

THE DOG COMES OUT AND ROCKY HANDS HIM A BONE... ROCKY WALKS TO THE HOUSE WITH ADRIAN.

ADRIAN
How'd your day go?

ROCKY
Well, I lugged beef -- scraped marrow an' hauled fat trims -- But it's not as excitin' as it sounds!

59 INT. MEAT HOUSE - DAY 59

ROCKY IS SEEN LUGGING MORE BEEF. THE WORK IS BACK-BREAKING AND MONOTONOUS... AS ROCKY WALKS BACK TO CARRY ANOTHER LOAD, HE UNCONSCIOUSLY JABS AT A HANGING BEEF. HE LOOKS AT GOLD WATCH ON HIS WRIST AND MOVES ON.

59A INT. PAWN SHOP - DAY 59A

ROCKY TALKS TO AN OLD PAWNBROKER. ROCKY HOLDS HIS GOLD WATCH.

PAWNBROKER
... Five hundred.

ROCKY
It cost almost five thousand.

PAWNBROKER
Five thousand for you -- It's worth five hundred to me.

CONTINUED

59A CONTINUED 59A

ROCKY *
Gimme the five... *

PAWNBROKER *
Come back soon, I like your *
business. *

ROCKY *
Yeah, I'm real shrewd. *

60 EXT. MATERNITY SHOP - DAY 60

ROCKY AND ADRIAN DRIVE UP TO A MATERNITY SHOP. THE CAR JERKS TO A STOP... HE IS EATING AN ORANGE.

ADRIAN
Oh, Rocky -- you don't have to do this -- it's your lunch hour.

ROCKY
(getting out)
It's my pleasure -- I want ya to see these nice clothes.

ROCKY OPENS THE DOOR FOR ADRIAN.

CONTINUED

60 CONTINUED 60

ADRIAN
Really, Honey, they can wait.

ROCKY
No, you get what ya need -- I'm pickin' up some overtime tonight.

THEY ENTER.

61 INT. MEAT HOUSE - NIGHT 61

IT IS LATE EVENING AND ROCKY IS SCRAPING DOWN THE MAIN FREEZER ROOM... HE IS THE ONLY ONE THERE AND IS DWARFED BY THE SPACE AROUND HIM... HE SHOVELS MEAT WASTE, AND EVERY NOW AND THEN, SHADOW BOXES FOR A BRIEF MOMENT... HE COUGHS, THEN MOVES ON.

62 EXT. ROCKY'S STREET - NIGHT 62

THE CAR COMES TO A HALT, THE RADIO IS BLARING. ROCKY GETS OUT CARRYING A COUPLE MORE LARGE BONES FOR THE DOG... CATCHING A COLD, HE COUGHS AND LOCKS THE CAR DOOR. HE IS EXHAUSTED.

ADRIAN LOOKS DOWN FROM THE BEDROOM WINDOW.

ROCKY ARRIVES AT THE DOOR AND ADRIAN OPENS IT.

ROCKY
Now there's the best lookin' thing I seen all day.

ADRIAN KISSES HIM.

ADRIAN
You look so tired.

ROCKY
My face looks tired but things are great...

ADRIAN
You want to take a hot bath?

ROCKY
With water?

CONTINUED

62 CONTINUED 62

ADRIAN
(smiles)
... You're so tired.

ROCKY AND ADRIAN START TO MOVE INTO THE HOUSE. THEIR VOICES TRAIL OFF.

ROCKY
No, I feel dynamic -- Listen, I wanna show ya off -- so tomorrow night how 'bout you, me and Paulie do somethin' nice -- How's ya stomach.

ADRIAN
... Fine.

ROCKY
Ya look great.

63 INT. MEAT HOUSE - DAY 63

ROCKY STRAINS AS HE LUGS BEEF AND PLACES THE MEAT ON HOOKS...

THE FOREMAN WALKS UP TO HIM.

FOREMAN
Yo, Rock.

ROCKY
Yeah?

FOREMAN
I gotta let ya go.

ROCKY
Why?... I'm doin' good.

FOREMAN
Real good, but we're cuttin' back on manpower an' you ain't got enough time in, y'know. Seniority.

ROCKY
Look, how 'bout I take a cut. I'll work for half.

FOREMAN
Can't do it -- union rules.

CONTINUED

63 CONTINUED: 63

ROCKY
... Yeah -- can I finish today out.

FOREMAN
Sure -- I'm sorry.

ROCKY STARES AT THE FOREMAN LEAVING AND PUNCHES THE MEAT.

64 INT. LAMAZE CLASS - NIGHT 64

ROCKY AND ADRIAN SIT IN THE CENTER ROW. THEY ARE SURROUNDED BY TWENTY COUPLES.

TEACHER
Let's try our breathing exercises.

ADRIAN
Here we go.

ROCKY
Y'know... I was canned today.

ADRIAN
(softly)
What happened?

ROCKY
They just had to cut back, y'know -- It was economics.

ADRIAN
What're you going to do?

ROCKY
'Bout work -- I dunno. I think fight again.

ADRIAN
You can find another job.

ROCKY
We need money now -- a rematch could get us everythin'.

THE TEACHER SAYS "SSSHHHH" AND ROCKY TURNS AROUND... PEOPLE ARE NOW GETTING VERY ANNOYED.

ROCKY
... Sorry.

(CONTINUED)

64 CONTINUED: 64

ADRIAN
What about your eye? The doctors said you shouldn't fight any more.

ROCKY
No, he 'recommended' I don't fight -- I 'recommend' I do, y'know.

ADRIAN
You can go blind?

ROCKY
I'll be okay, honest.

TEACHER *
Quiet please. *

ROCKY
Sorry. *

ADRIAN
You can be whatever you want to -- you don't have to fight any more.

ROCKY
But I'm a fighter.

ADRIAN
Rocky, you gave me your word -- if we need extra money, I'll get a job.

ROCKY
(louder)
You don't have to do that -- You don't have to do that.

ADRIAN
I can work part-time at the pet shop.

ONLOOKER (O.S.) *
Why don't ya go now!

ROCKY
Who said that? Who!?! -- I'm the one who supports.

ADRIAN
It's just for a little while.

(CONTINUED)

64 CONTINUED: (2) 64

TEACHER
Why don't you both step outside and discuss it.

ROCKY
Thanks, but we'll be done in a minute --
(to Adrian)
Yo -- what if ya catch some pet shop disease?

ADRIAN
There's no pet shop diseases. No, really -- I want to work, I can get my job back anytime.

ROCKY
Do you really want to do it?

ADRIAN
Yes, the money will come in handy.

ROCKY
(depressed)
... You know what's best --

ROCKY TURNS TO THE ANGRY CLASS.

ROCKY
... Sorry for the inconvenience.

ROCKY LOOKS SULLEN AND ADRIAN TAKES HIS HAND.

65 INT. CREED'S HOUSE 65

APOLLO IS WATCHING A TAPE OF HIS FIGHT WITH ROCKY ON HIS VIDEO TAPE MACHINE. AT A CERTAIN POINT HE FREEZE FRAMES THE FIGHT, TAKES NOTES, THEN SWITCHES THE FIGHT BACK ON.

66 INT. PET SHOP - DAY 66

ADRIAN ENTERS THE PET SHOP... THE OWNER TURNS AROUND.

OWNER
Adrian, is that you?

ADRIAN NODS.

OWNER
You look so different -- what is it. The hair -- the eyes?

(CONTINUED)

66 CONTINUED 66

ADRIAN
... I'm pregnant.

OWNER
(almost shocked)
Where?

ADRIAN
Gloria, can I talk with you?

67 INT. HOUSE - DAY 67

ROCKY IS SITTING IN THE BATHTUB - HE HAS A GREAT DEAL ON HIS MIND... BUTKUS THE DOG IS ALSO IN THE TUB WITH WITH HIM. *

ROCKY
... Y'know, the problem the way I see it is that I can getta job, y'know, if I want, but do I wanna -- Do I wanna do somethin' I know, ain't gonna be happy doin' -- ya know what I mean -- Plus we need money now -- Dogs don't wanna hear this.

ROCKY PULLS THE PLUG. *

68 EXT. IN THE PARK - DUSK 68 *

ROCKY AND BUTKUS WALK ALONG.

ROCKY
... What I mean, Butkus, is ya gotta do some things ya just cut out to do, like ya speciality is barkin' -- Right? Ya a great barker... it would be hard for you to learn how to meow 'cause it don't come natural -- you gotta be natural with yaself, y'know...

69 EXT. ALONG THE RIVER - DUSK 69 *

ROCKY IS LAYING WITH BUTKUS ALONG THE RIVER. HE USES BUTKUS FOR A PILLOW. * *

CONTINUED

69 CONTINUED 69

ROCKY
Now... if I could make Adrian feel the way I feel I wouldn't have this problem... but when ya give ya word, Butkus, that's it. I can understand she's, she don't want me gettin' my head broke -- but I like boxin', so whatta I suppose to do -- ya words', ya word... you, Butkus, ya a smart dog, ya got any answers? *

70 EXT. MUSEUM STEPS - NIGHT 70

ROCKY AND BUTKUS STAND AT THE BOTTOM LOOKING UP.

ROCKY
... Y'know, Butkus... you got it made... C'mon, let's take a ride.

71 & 71A OMITTED 71 & 71A*

71AA EXT. MICKEY'S GYM 71AA*

ROCKY IS WITH BUTKUS... ROCKY UNLOCKS THE DOOR AND ENTERS. * *

72 INT. GYM STAIRWAY - NIGHT 72

ROCKY AND BUTKUS ARE ASCENDING THE STAIRS WHEN SUDDENLY A PIPE SMASHES AGAINST THE WALL AT THE TOP OF THE STAIRCASE.

MICKEY
(roaring)
Who the hell is it?!

ROCKY STANDS TENSED WITH THE LEAD PIPE HELD LIKE A BASEBALL BAT.

ROCKY
The Avon Lady.

MICKEY
Rocky? I don't remember givin' you a key -- Come up here, Rock.

CONTINUED

72 CONTINUED 72

ROCKY STEPS OUT OF THE DARKNESS.

MICKEY
How ya doin', kid -- What's that alongside ya?

ROCKY
That's Butkus, my large dog.

MICKEY
Come over here to see me ya mutt?

ROCKY
Yo, Mick, can I have my locker back?

MICKEY
What's on ya mind?

CONTINUED

72 CONTINUED 72

ROCKY
Fightin'.

MICKEY
Ya wanna go blind?

ROCKY
Nobody's goin' blind.

MICKEY
Did ya hear what I said?

ROCKY
Yeah, an' the eye's great -- no problem --

MICKEY
Every pug thinks they got one good one left -- Forget it, kid. Go home an' forget it. Ya career's over.

ROCKY
Is that right?

MICKEY
That's right!

ROCKY
Hey, I wait all my life to get a career, I get one, a you tell me it's over! I can get another job, I can do that -- But I ain't done with fightin' -- I know I can do more.

MICKEY
Ya almost beat the champ, so be happy.

ROCKY
Look, maybe we can do better this time.

MICKEY
Or worse -- forget it.

ROCKY
Mick, I done you a favor last time, how 'bout doin' me one, this time.

CONTINUED

72 CONTINUED - (2) 72

MICKEY
C'mere, c'mere.

MICKEY MOVES CLOSER TO ROCKY... HE HOLDS HIS EXTENDED INDEX FINGER AT THE SIDE OF ROCKY'S LEFT EYE.

MICKEY
Tell me when you can see it.

MICKEY MOVES IT FORWARD AND ALMOST IMMEDIATELY ROCKY SEES IT.

ROCKY
(laughs)
... There's the little thing.

MICKEY
That's real good -- Now let's check the right lamp.

MICKEY HOLDS HIS FINGER NEXT TO ROCKY'S RIGHT EYE AND MOVES IT FORWARD. HE KEEPS MOVING UNTIL IT'S TWICE AS FAR FORWARD AS THE OTHER EYE... HE CONTINUES TO MOVE HIS FINGER UNTIL IT IS ALMOST IN FRONT OF ROCKY'S FACE.

ROCKY
I see it.

MICKEY
You see nothin' -- Creed would flatten the side of ya head with hooks -- Look, forget it, ya got the heart but ya ain't got the tools no more.

ROCKY
(reddens)
Yeah? -- Maybe it's you who ain't got it no more!

MICKEY
(quietly)
Maybe ya right --

MICKEY HOLDS A FINGER IN FRONT OF HIS OWN NOSE. HE THEN SLAPS THE RIGHT SIDE OF ROCKY'S FACE.

CONTINUED

72 CONTINUED - (3) 72

MICKEY
(with sympathy)
... Ya didn't even see it comin' from a seventy-nine-year-old pug... What d'ya think a champ would do, kid?

ROCKY
... Hurt me.

MICKEY
Hurt you bad.

ROCKY
(softly)
Mick... if I can't fight no more, mebbe I can do somethin' to help out around here --

MICKEY
Ya want these guys watchin' ya carryin' towels and buckets?

ROCKY
I'm qualified -- I just wanna be around it, Mick.

MICKEY
... Come by tomorrow.

73 OMITTED 73 *

74 INT. CREED'S OFFICE 74

APOLLO CREED IS SITTING BEHIND HIS DESK SURROUNDED BY THREE BUSINESS ASSOCIATES.

CONTINUED

74 CONTINUED 74

THE OFFICE IS TASTEFULLY DECORATED... A THIN SHAFT OF AFTERNOON LIGHT ANGLES ACROSS CREED'S EXPENSIVE DESK. THE WALLS AND SHELVES ARE COVERED WITH TONS OF TROPHIES.

APOLLO
... I don't know about anyone else, but since I'm going to be promoting this fight myself, I want more pressure put on for a rematch.

LAWYER #1
We're trying, but we haven't received any response.

LAWYER #2
To be honest, I think we ought to put our energies elsewhere.

TRAINER
If we can get the same price for the top two contenders, why go after Balboa?

APOLLO
Because there's still a lot of people out there that think he won!

APOLLO MOTIONS TO SACKS OF MAIL PROPPED IN A CORNER.

APOLLO
There's still a lot of people accusing me of having the fight fixed -- accusing me of being a fake, and insultin' my kids at school.

TRAINER
Apollo, d'you want to hear the truth? The truth is last time he was damn lucky, but now he's finished. He's been sittin' idle for almost six months an' any good trainer would pass him over -- this time you'd beat him so bad the press would tear you up for whippin' a has-been -- I say we go after some new meat an' forget this bum.

CONTINUED

74 CONTINUED - 2 74

APOLLO
(quietly)
Do you think I beat him last time... do you?

TRAINER
You got the decision.

APOLLO
(calmly)
I won -- but I didn't beat him -- what're afraid of, Tony?

TRAINER
Honest.

APOLLO
Honest.

TRAINER
He's all wrong for us -- you beat him like nobody I ever seen beat an' he kept comin' -- we don't need this man in our life.

APOLLO
(turns to another man)
Thank you -- you're in charge of my public relations -- I want a new campaign started now -- I want something done publicly to bring this man out -- I want something to tear at his pride, something to get the people around him talking...

P.R. MAN
You're aware if you use this humiliation tactic, you're setting yourself up as the bad guy.

APOLLO
... Whatever gets him in the ring.

THE TRAINER JUST SHAKES HIS HEAD.

75 INT. MICKEY'S GYM - DAY 75

THE GYM IS FILLED WITH NEARLY FIFTY FIGHTERS OF ASSORTED WEIGHTS AND RACES...

CONTINUED

75 CONTINUED - 1A 75

THE OVERALL POUNDING OF BAGS AND RHYTHMIC SKIPPING OF ROPES BRINGS TO MIND A CONDUCTORLESS SYMPHONY... SEVERAL FIGHTERS ARE GLANCING AT A NEWSPAPER, THEN LOOKING AT ROCKY.

ROCKY IS NEARBY AND HOLDING THE HEAVY BAG FOR A YOUNG MIDDLEWEIGHT.

ROCKY
Get more hip into it -- keep ya arm in tighter.

MICKEY IS WORKING WITH A LIGHTWEIGHT ON ANOTHER HEAVY BAG... MIKE, HIS ASSISTANT, STANDS BEHIND HIM HOLDING THE HEAVY BAG. *

MICKEY
C'mon, snap in there -- don't be so sloppy! -- Hey, Chico! Ain't talkin' to hear my head rattle!... Now lemme tell ya somethin' else, sometimes a good snarl can give what the Bible calls a psychological edge -- now snarl an' punch -- punch an' snarl!

THE LIGHTWEIGHT FAILS TO DELIVER THE DESIRED SNARL... MICKEY FROWNS.

MICKEY
Rocky -- C'mere!

ROCKY APPROACHES.

MICKEY
Show this Latin lamebrain how to snarl an' punch.

ROCKY
Sure.

ROCKY HITS THE BAG AND SNARLS MEANLY.

MICKEY
Now that's ugly! That's snarlin' --
(to Mike) *
Mike, ya better empty them buckets *
around the ring -- they're spillin' over.

MIKE *
I got 'em, Rock. *

ROCKY
I'll do it.

CONTINUED

75 CONTINUED 75

MICKEY
Mike'll do it.

ROCKY
C'mon, I don't mind.

MICKEY AND MIKE EYE EACH OTHER AND WATCH ROCKY WALK AWAY.

ROCKY GOES OVER TO THE RING AND PREPARES TO TAKE HOLD OF A BUCKET FULL OF SPIT WHEN A LARGE HEAVYWEIGHT, TURNS TO HIM.

HEAVYWEIGHT
Hey, wait a minute!

HE SPITS DOWN INTO THE BUCKET, THEN HE AND HIS TRAINER GIVE ROCKY A VERY CONDESCENDING EXPRESSION.

HEAVYWEIGHT
... Now you can take it.

ROCKY
Yeah.

ROCKY TURNS AND BUMPS INTO THE HEAVYWEIGHT'S TRAINER.

ROCKY
... Ooops.

TRAINER
Couldn't ya think of anything tougher to say than 'oops'?

A GROUP OF FIGHTERS LAUGH AT THE SITUATION. ROCKY LOOKS AROUND AND SEES MANY FIGHTERS ARE STARING AT HIM. ROCKY LOWERS HIS EYES AND TAKES THE BUCKET AWAY... MICKEY LOOKS AFTER.

75A INT. STAIRWAY - NIGHT 75A

ROCKY STEPS OUT OF THE GYM... GAZZO IS LEANING AGAINST THE WALL.

GAZZO
Hey, Rock.

ROCKY
(walks over)
Yo, Tony. How ya doin'?

CONTINUED

75A CONTINUED: 75A

GAZZO
How you doin'? -- Hear ya workin' in this place -- Whatta doin', huh -- let's hear it.

ROCKY
Makin' some money -- Cleanin' up.

GAZZO
C'mon, you ain't no janitor. You're a standup guy. You come and work for me. You're Italian. You don't need this kind of work.

ROCKY
Collectin'?

GAZZO
What else? -- You can work the docks again.

ROCKY
I can't do that no more.

GAZZO
Whatta ya like bein' a janitor, huh. Forget these straight jobs. Ya need to be outside.

CONTINUED

75A CONTINUED 75A

ROCKY
Tony, I can't do it no more -- I appreciate the offer. Hey, I gotta go.

ROCKY MOVES ACROSS THE STREET.

76 EXT. PET SHOP - NIGHT 76

ADRIAN IS IN THE PROCESS OF CLEANING A FISHTANK WHEN THE DOOR OPENS AND ROCKY ENTERS.

ROCKY
(broadly)
How is everybody in the clubhouse tonight?

ADRIAN
Fine, how'd your day go?

ROCKY
(laughs)
Everythin's great, y'know, need some help?

ROCKY COMES OVER AND AIDS HER WITH A POT OF WATER.

ROCKY
Y'know, Adrian, I was thinkin' maybe ya oughta stay at the house an' rest ya stomach.

ADRIAN
The money I make here part-time is going to come in handy.

ROCKY
Yeah -- Hey, I found this joke book.

ROCKY TAKES A PAPERBACK OUT OF HIS REAR POCKET, "THE WORLD'S WORST JOKES."

ROCKY
C'mon, I'll read some jokes on the way home. Maybe you'll laugh, who knows.

76A EXT. PET SHOP - NIGHT 76A

ROCKY AND ADRIAN STEP OUT OF THE PET SHOP... ACROSS THE STREET SEVERAL GUYS STEP OUT OF GYM. *

FIGHTER *
(yells)
Hey, you clean good, man. *

ROCKY REDDENS. *

ADRIAN
Is he talking to you?

ROCKY
(low)
... He probably has me mixed up with somebody. C'mon.

THEY MOVE AWAY.

76A EXT. PET SHOT - NIGHT 76A

ROCKY AND ADRIAN STEP OUT OF THE PET SHOP... ACROSS THE STREET CHINK IS GETTING INTO A BATTERED FORD WITH SEVERAL GUYS. HE SEES ROCKY.

CHINK
(yells)
Hey, don't forget to clean the toilets.

DRIVES AWAY. ROCKY REDDENS.

ADRIAN
Is he talking to you?

ROCKY
(low)
... He probably has me mixed up with somebody. C'mon.

THEY MOVE AWAY.

77 & 78 OMITTED 77 * & 78 *

79 INT. ROCKY'S HOUSE - NIGHT 79

THEY ENTER. ROCKY BENDS OVER AND PICKS UP HALF A DOZEN TELEGRAMS FROM APOLLO CREED... ADRIAN TAKES THEM.

ADRIAN
I wish Apollo would leave you alone.

ROCKY
(reading one)
'Roses are red, *
Violets are blue, *
I can't wait ta *
Really smash you, *
Love, Apollo.' *
He's spendin' a fortune on insults.

ROCKY STEPS INTO THE LIVING ROOM... THE LIVING ROOM IS PATHETICALLY BARE. THE TELEVISION SITS ON A CRATE. A SIMPLE LAMP SITS ON A SECOND CRATE. THE ROOM ITSELF IS ONLY HALF PAINTED AND A PAIR OF ALUMINUM KITCHEN CHAIRS ARE STATIONED IN FRONT OF THE TELEVISION... THE TURTLE BOWL SITS ON A CRATE... THERE ARE MANY HUGE DOG BONES EVERYWHERE.

ADRIAN
I better start dinner -- but, I didn't have time to shop.

ROCKY
... That's okay. I'll have some Cream of Wheat an' a piece of chicken from last night.

ROCKY HEARS A KNOCK AND OPENS THE DOOR.

80 EXT. HOUSE - NIGHT 80

ROCKY IS HANDED A LETTER BY AN OBNOXIOUS LOOKING YOUNG MAN.

SERVER (MAN)
You've been served!

THE SERVER RUNS AWAY.

CONTINUED

80 CONTINUED 80

ROCKY
Hey, whatta ya doin'?!

ADRIAN COMES OVER AND LOOKS AT ROCKY STANDING IN THE STREET.

ADRIAN
Rocky, what're you doin' out here?

CONTINUED

80 CONTINUED 80

ROCKY
This has been a very bad day -- I'm sorry.

ADRIAN
What?

ROCKY
(reading)
... We're losing it.

ADRIAN
... Losin' what?

ROCKY
... The house. I'm sorry.

ROCKY STARTS TO WALK INSIDE. ADRIAN PUTS HER ARM AROUND HIM AND THEY ENTER TOGETHER.

80A INT. BANK - DAY 80A

ROCKY COMES TO THE VICE-PRESIDENT'S DESK AND SITS... THE VICE-PRESIDENT IS A STIFF LOOKING MIDDLE-AGED MAN.

BANKER
Mr. Balboa -- please be seated --

ROCKY
Thanks.

BANKER
What can I help you with?

ROCKY
Well, I got this letter sayin' me an' my wife are being foreclosed, y'know.

BANKER
Yes, I know.

ROCKY *
Does that mean, ah, ya just kickin' us out. *

BANKER *
That's not exactly so -- we simply reclaim the house. *

ROCKY *
Without us in it. *

CONTINUED

80A CONTINUED 80A

BANKER
It will be vacant, yes.

ROCKY
Well, how 'bout ya give me some more time?

BANKER
We'd like to of course but that's not the way a bank is run.

ROCKY
But I'm good for the money -- I give ya my word, I ain't goin' nowhere.

BANKER
We realize that -- But your home will become a liability to us, if we let your payments go unchecked.

ROCKY
I can get the money, but ya gotta give me some time.

BANKER
We give investment advice not loans, Mr. Balboa.

ROCKY
Just three months -- what's three months to you guys.

BANKER
I'm sorry.

ROCKY
Two months -- two's a good number.

BANKER
It's not possible.

ROCKY
Why not.

BANKER
Honestly, there's not any profit in it for us.

ROCKY
What's that matter with you guys.

CONTINUED

80A CONTINUED - (2) 80A

BANKER
What?

ROCKY
(loud)
What's the matter with ya? I'm standin' here askin' for a break an' you don't hear nothin'.

BANKER
Please calm down, Mr. Balboa.

ROCKY
No, you calm down!

BANKER
Please, Mr. Balboa -- you're disturbing business.

ROCKY
Yo, ya disturbin' my life! -- Ya want me to stand here and beg, so ya's can say 'no' -- I'll tell ya what, I ain't askin' for nothin' an' if ya want my house back you gotta come through me 'cause I'm gonna be standin' in the doorway!
(throws the letter from the bank down)
Now why don't ya put this up this vault!

EXITS.

81 INT. GYM - DAY 81

THE GYM IS THROBBING WITH LIFE AS USUAL...

AT THE MOMENT ROCKY ENTERS. SEVERAL FIGHTERS ARE LOOKING AT A NEWSPAPER... THEY COLDLY EYE ROCKY. ROCKY CROSSES TO ANOTHER FIGHTER WHO HAS A PAPER.

ROCKY
Whatta ya got?

FIGHTER
Where's ya heart?

WALKS AWAY. ROCKY LOOKS AT THE PAPER AND SEES A FULL PAGE AD OF APOLLO CREED PLUCKING A CARTOON DRAWING OF A CHICKEN WITH ROCKY'S HEAD ATTACHED...

CONTINUED

81 CONTINUED 81

HE LOOKS AT TWO FIGHTERS WHO TURN AWAY IN DISGUST... MICKEY COMES OVER. JOHNNY IS WITH HIM.

MICKEY
I dunno what the hell Creed is doin'?

ROCKY
I think I'm givin' the gym a bad name.

MICKEY
These guys don't like ya like this. But what the hell do they know.

ROCKY
Yeah. It's kinda of a funny picture.

LAUGHS. ROCKY TRIES TO MAKE LIGHT OF THE SITUATION AND STRUTS TOWARDS THE LOCKER ROOM... HE LOOKS AT A COUPLE OF FIGHTERS WHO ARE LOOKING AT THE PAPER.

ROCKY
Funny, ain't it.

81A INT. LOCKER ROOM 81A

ROCKY ENTERS THE LOCKER ROOM... A FIGHTER SEES HIM AND STARTS OUT SLOWLY... ROCKY LOOKS AT THE NEWSPAPER IN HIS HAND AND ANGRILY THROWS IT AGAINST THE WALL... HE LEAVES. A SECOND LATER HE RETURNS, PICKS UP THE SCATTERED NEWSPAPER AND PUTS IT IN THE TRASH CAN.

82 thru 84 OMITTED 82 thru 84

85 EXT. ROCKY'S STREET - DUSK 85

ROCKY IS WALKING HOME. HE PASSES SIX KIDS PLAYING TOUCH FOOTBALL.

KID
Hey, Rock!

THE KID PASSES ROCKY THE FOOTBALL. ROCKY CATCHES IT AND FLIPS IT BACK TO THEM.

CONTINUED

85 CONTINUED 85

KID
Wanna play?

ROCKY
You kids are too good for me.

ROCKY SMILES AND ENTERS THE HOUSE.

86 INT. ROCKY'S HOUSE - NIGHT 86

ROCKY ENTERS THE HOUSE AND GOES TO TURTLE BOWL... THE TELEVISION IS ON.

ROCKY
How you guys doin'? Did anybody move today? -- gotta exercise, y'know.

ROCKY ENTERS THE KITCHEN AND SEES ADRIAN COOKING.

ROCKY
Smells good.

CONTINUED

86 CONTINUED 86

ADRIAN
Rocky, what're you doing home so early.

ROCKY HUGS HER.

ROCKY
(smiles)
Things was kinda slow at the office.

ADRIAN
I missed you.

ROCKY
Y'know, the feelin' mutual.

ADRIAN
Are you hungry?

ROCKY
A little -- I'm kinda half hungry -- whatta got?

ADRIAN
I hope you're hungry -- I made a roast.

ADRIAN BENDS OVER TO CHECK THE OVEN. SHE TENSES IN PAIN. ROCKY DOES NOT SEE IT.

ROCKY
Then I'll do my best to eat it all... Yo, Butkus.

ROCKY GOES TO THE COUCH. BUTKUS FOLLOWS.

ROCKY
So Dog what'd you do today? Did ya bark at somethin'? Y'know, Adrian, sometimes I look at Butkus an' don't think he's a dog.

ADRIAN
What do you think he is?

ROCKY
I dunno -- maybe a little guy just pretendin' he's a dog for fun -- gimme a kiss.
(the dog kisses him)

ROCKY LOOKS AT THE TELEVISION AS APOLLO CREED COMES ON IN AN INTERVIEW WITH AN ANNOUNCER.

CONTINUED

86 CONTINUED - 2 86

ANNOUNCER
And today Phil Carlyle spoke with Apollo Creed and, as usual, Creed was not at a loss for words.

CONTINUED

86 CONTINUED - (2) 86

APOLLO
I know a lot of people wanted to see me in a rematch with a timid fellow named 'The Italian Scallion' -- But the man does not have the honor to meet me in the ring...

ANNOUNCER
In all due respect, Rocky Balboa did officially retire.

APOLLO
He's hiding.

ANNOUNCER
Undoubtedly, Apollo, there's more here than meets the eye -- You've been under heavy scrutiny since your split decision over Balboa, and in fact many, this reporter included, feel it was an even draw.

87 INT. MICKEY'S GYM - NIGHT 87

MICKEY LIES IN HIS DUMPY ROOM WATCHING THE SAME TELE-VISION BROADCAST.

APOLLO
That's your opinion, -- Now, I'm ready to have a rematch to prove this lucky club fighter, an' that's what he was, lucky, cannot last five minutes with a superior athlete like me. But he's hiding. He won't face me.

88 INT. ROCKY'S HOUSE - NIGHT 88

ROCKY IS STILL WATCHING APOLLO'S RIDICULING.

APOLLO
... So to you Italian Stallion, I want the American people to know, I'm ready, willing, and able, and anywhere, place or time I will meet and defeat this so-called fighter called Rocky Balboa if he only has the guts to give me a call.

CONTINUED

88 CONTINUED 88

ANNOUNCER
Thank you for your candidness, Apollo.

APOLLO
You're welcome.
(leaves)

ANNOUNCER
This would be a legitimate rematch, the boxer against the puncher -- the two men belong in the ring together -- yet, there's only one problem... Where is Rocky Balboa? -- Good night.

ROCKY WALKS AWAY AND GOES UPSTAIRS... ADRIAN FOLLOWS.

89 INT. BEDROOM - NIGHT 89

ROCKY SITS ON THE SIDE OF THE BED... THE ONLY ILLUMINATION IS GIVEN OFF BY A SMALL TABLE LAMP. ADRIAN ENTERS AND GOES TO HIM. *

ROCKY
Y'know, Adrian, I was thinkin' -- I ain't suppose to do commercials, I ain't suppose to be in no meat house -- I think I'm suppose to be a fighter. * * * * *

ADRIAN
But you gave it up. *

ROCKY
Yeah -- An' I think maybe I'm becomin' a nobody again. * *

ADRIAN
In whose eyes? Not mine.

ROCKY
In mine...
(taps his head)
In here.

ADRIAN
You know what the Doctor said. *

ROCKY *
I know -- But I want you an' the kid to have everythin' -- not nothin'. * * *

CONTINUED

89 CONTINUED 89

ADRIAN
We'll get by.

ROCKY
... That's just it. I don't want ya's to just get by the hard way. I want ya's to have the best -- I want the Kid to have good things.

ADRIAN
We'll have them.

ROCKY
I think we need them now, don't we.

ADRIAN
Rocky, please don't. You don't have anything to prove.

ROCKY
Adrian, it's all I know.

ADRIAN
I don't want you to do it.

ROCKY
... It's all I know.

A KNOCK IS HEARD AT THE DOOR.

90 INT. ROCKY'S HOUSE - NIGHT 90

ROCKY WALKS TO THE FRONT DOOR AND PEERS OUT... MICKEY IS STARING AT HIM.

CONTINUED

90 CONTINUED 90

MICKEY
I think we should knock his block off...

ROCKY
... Absolutely.

THEY SHAKE HANDS, AND ADRIAN, IN A DISAPPOINTED FASHION, TURNS AND WALKS FROM VIEW AS THE SCENE DISSOLVES.

ROCKY
... I'm sorry.

91 INT. PENNSYLVANIA BOXING COMMISSION - DAY 91

ROCKY IS SEATED WITH APOLLO CREED AT A LONG TABLE SURROUNDED BY REPORTERS, PHOTOGRAPHERS AND SEVERAL FILM CREWS... MICKEY SITS BEHIND ROCKY, AND PAULIE OBSERVES FROM THE SIDE.

APOLLO'S TRAINER WIPES THE SWEAT FROM HIS HEAD AS APOLLO PUTS ON A SERIOUS SHOW.

REPORTER #1
Apollo -- Apollo -- has a site been chosen for the rematch?

APOLLO
The fight will take place in the Philadelphia Spectrum -- I want his hometown to see this.

ALL THE ROOM BEGINS TO BUZZ WITH EXCITEMENT.

APOLLO
I want all Philadelphia and all America to see me destroy this man in two short rounds. -- After this fight this man better donate what's gonna be left of his body to science... It won't be much -- and I mean it.

REPORTER
Rocky, what do you think about the fight taking place in the Spectrum?

ROCKY
Very good.

CONTINUED

91 CONTINUED 91

REPORTER
Why?

ROCKY
It's a ten minute ride from home.

REPORTER
Apollo, there have been many people who believe you lost the first fight -- A victim of 'The Southpaw Jinx' -- Did fightin' a left-hander throw you off? -- Care to comment?

APOLLO
Southpaw Jinx nothing -- Last time I took the fight too light and he was lucky -- this time -- This time you'll see the real Apollo Creed. No playin', just business.

REPORTER #4
(to Rocky)
Do you feel this time you have a chance against Apollo?

ROCKY
(smiles)
I dunno -- He looks pretty mad.
(shrugs)
I'll try my best.

PAULIE
... He'll punch his heart out!

EVERYONE TURNS AND STARES AT PAULIE... HE REMAINS RELAXED.

APOLLO
(sneers at Paulie)
Who's that, Al Capone?... Look here, some people may not like me, but Apollo Creed will, this October, provide the ultimate gala spectacle!! *

CREED TURNS TO ROCKY.

CONTINUED

91 CONTINUED - 2 91

APOLLO
(dryly)
Because October first, in his hometown, I'm going to drop this man like a bad habit.

REPORTER #2
Rocky, your pay for the fight is one million dollars -- what do you plan to do with the money?

ROCKY
(pulls out a list)
Well, first I'm gonna pay the rent -- Then I wanna buy a couple hats, I think a motorcycle, a couple quarts of purfume for Adrian, all the Muppets toys for the kids, y'know, Ernie Big Bird, Burt an' the Frog Kermit, he's my favorite. I wanna get the church a statue -- and a Snow Cone machine for Paulie. He likes Snow Cones.

PAULIE
Thanks.

REPORTER #1
Rocky, do you have anything derogatory to say about the Champion?

ROCKY
Yes I do, he's great.

CAMERAMAN
How 'bout some clowning shots, Apollo?

APOLLO
(dryly)
... Clown, does this look like a circus?

... APOLLO LEANS CLOSE TO ROCKY'S EAR.

APOLLO
... You're all mine.

APOLLO EXITS AND ROCKY TURNS TO MICKEY.

ROCKY
... He's very upset.

91A MICKEY'S OFFICE 91A

MICKEY AND ROCKY ARE WATCHING THE 8MM FILM OF APOLLO AND ROCKY FIGHTING. THE OFFICE IS TRASH-FILLED.

MICKEY
See how smooth he moves -- see how he pumps that jab in to ya eye -- ya got guts to go in there again, kid.

ROCKY
... Thanks.

MICKEY
Ya style is too easy to figure out...

(MORE)

CONTINUED

91A CONTINUED 91A*

MICKEY (CONT'D)
... Left-handed fighters are the worst -- they lead with their face mostly, just waitin' to land the big left... The right ain't worth a damn. They ought to outlaw lefties.

ROCKY
Why didn't ya tell me this before.

MICKEY
I din't wanna hurt ya feelin's.

MICKEY STANDS UP AND STEPS IN FRONT OF THE PROJECTOR... IMAGES FLICKER ON HIS CHEST.

MICKEY
To have a chance, ya gotta change everythin' -- Ya gotta learn to be a right-handed fighter -- so as to throw Creed off and keep that jab outta ya bad eye.

ROCKY
I can't change styles.

MICKEY
Ya gotta! Ya gotta understand! No, "I can'ts." He'll beat ya uglier than ya are right now. We fight him right-handed until ya pound him down to our size -- an' when I tell ya, we gonna switch back to ya old southpaw style and flatten him -- but the first thing we gotta get is speed -- speed is what we need. C'mon.

92 EXT. SOUTH PHILLY BACK YARD - DAY 92

MICKEY STANDS BY ROCKY. ROCKY LOOKS LACKLUSTER. HE IS WEARING HIS OLD SWEATSUIT. HE LOOKS AT A CHICKEN MICKEY IS HOLDING. *

CONTINUED

92 CONTINUED 92

MICKEY
Now we get some speed in them legs!!! Ya gotta wear that rotten sweatsuit?! *

ROCKY
It brings me luck.

MICKEY
It brings ya flies -- Now to beat this guy ya gotta develop speed. Ya go to the body better than anybody, but ya slow -- ya need speed -- speed is what ya need.

ROCKY
But why do I gotta chase a chicken?

MICKEY
Why? Because I said so! Chicken chasin' is how we use to train for speed in the old day -- when you can catch that bird, you gonna be lightin' -- go! *

MICKEY THROWS THE CHICKEN... ROCKY CHASES IT ALL OVER BUT DOES NOT COME CLOSE. *

MICKEY
Run! It's only a chicken!

93 INT. CREED'S GYM 93

THE CHAMPION IS IN THE PROCESS OF FLOORING ANOTHER SPARRING PARTNER... THEY ALL RESEMBLE ROCKY IN APPEARANCE AND STYLE. *

TRAINER
Better slow down.

APOLLO
Get me another one!

94 INT. GYM - DAY 94

ROCKY IS JABBING THE HEAVY BAG BADLY. ROCKY LACKS ENTHUSIASM. PAULIE STANDS IN THE BACKGROUND PUFFING A CIGAR. *

CONTINUED

94 CONTINUED 94

PAULIE
So whatta ya want me to do?

ROCKY
Talk to her -- Last night Adrian started cryin' -- She don't like this.

MICKEY
Shut up an' concentrate -- Jab till it hurts -- five hundred more times -- Get mad, get angry, get fast! *

ROCKY *
I don't feel right. I wanna use my other hand.

MICKEY *
If ya do I'll chop it off. Now jab!

IN THE BACKGROUND CHINK AND HIS FRIENDS LAUGH.

95 INT. CREED'S GYM 95

THE CHAMPION FLOORS HIS THIRD SPARRING PARTNER... HIS TRAINER LOOKS CONCERNED.

96 INT. GYM - DAY 96

ROCKY IS HITTING THE SPEED BAG. ROCKY IS LACKLUSTER. MICKEY JUST SHAKES HIS HEAD.

MICKEY
(low)
... Time.

CHINK BULLS ROCKY OUT OF THE WAY.

CHINK
Let a man work out.

ROCKY JUST MOVES AWAY.

97 INT. CREED'S GYM 97

APOLLO IS GETTING POUNDED IN THE STOMACH WITH A MEDICINE BALL. HIS FACE GRIMACES WITH PAIN.

98 INT. MICKEY'S GYM 98

ROCKY IS JABBING THE TARGET GLOVES HELD BY AL SILVANI... MICKEY COAXES ROCKY ON... ROCKY IS NOT CONCENTRATING. JOHNNY IS ALSO PRESENT. *

MICKEY
-- Ya gonna pound that sass right out of him -- we waited a long time for this -- we came close -- we shoulda won, but this time you're going to be scary -- This time ya gonna be a greasy fast monster.

ROCKY
(stops)
... I think I've had it, Mick.

TAKES A TOWEL FROM JOHNNY. *

99 INT. CREED'S GYM - NIGHT 99

THE CHAMP IS POUNDING AWAY AT A REACTION BAG IN THE DESERTED GYM. HE IS ALONE. HE FLASHES BACK TO THE * FIGHT. HE FLOORS ROCKY, AND COMING BACK TO REALITY, HE * TURNS FROM THE SWINGING HEAVY BAG AND EXITS. *

100 INT. MICKEY'S GYM - NIGHT 100

THE GYM IS EMPTY... ROCKY IS JABBING THE REACTION BAG ... MICKEY RALLIES HIM ON. PAULIE WATCHES IN THE BACK-GROUND. HE IS BETTER DRESSED THAN EVER. JOHNNY'S * THERE. *

MICKEY
Now ya gonna bob, ya gonna weave, * ya gonna pound, an' ya gonna get * pounded ya self -- but when I say change, ya gonna switch back to southpaw an' ya gonna throw this flyin' hook, an' it's gonna land big -- an' what's it gonna do? It's gonna change history!

ROCKY
(stopping)
Let's take a break.

MICKEY
Get this woman off ya mind, ya hear! -- Get ya mind straight! --

PAULIE LEAVES.

101 INT. MICKEY'S GYM - DAY 101

ROCKY IS DANCING ON HIS TOES IN THE RING LISTLESSLY TRYING TO HIT A SHIFTY LIGHTWEIGHT.

MICKEY
Speed -- speed! -- This time they're gonna have to keep ya in a cage... 'Cause this time ya gonna be a greasy fast, 200 pound Italian tank that ain't gonna be stopped!!! -- Catch that little guy -- cut off the ring -- pin him in a corner -- C'mon, move, ya look dead out there -- If ya can catch that speedball, 'an you can catch Creed easy!

PAULIE IS STANDING BESIDE THE RING... ROCKY IS BEING FAKED OUT BY THE SHIFTY LIGHTWEIGHT. MICKEY IS DISGUSTED!

MICKEY
Time! What the hell's the matter with you?

ROCKY
Nuthin'.

CONTINUED

101 CONTINUED 101

MICKEY
I wanna tell ya somethin' -- For a forty-five minute five, ya gotta train good at least for forty-five thousand minutes -- that's right -- forty-five thousand -- ten weeks, you ain't even trained one. What the hell are you waitin' for?!

UNABLE TO ANSWER, ROCKY MOVES AWAY. PAULIE MOVES CLOSER TO ROCKY.

PAULIE
Yo, Rock.

ROCKY
Yo, Paulie.

PAULIE
(low)
Yo, Rock -- I'm worried about ya.

ROCKY
Why?

PAULIE
Ya head ain't on right -- I've been watchin'.

ROCKY
Hey, Paulie, I'm doin' all right -- Listen, ya wanna work my corner? -- Ya wanna get involved in the fight?

PAULIE
Involved in what? Watchin' you get murdered?

ROCKY
It'll be okay.

PAULIE
C'mon! My sister's got ya feelin' so guilty ya goin' around all over the place -- This ain't right what she's doin' --

ROCKY
It's all right.

PAULIE
No, it ain't right!

CONTINUED

101 CONTINUED - 2 101

ROCKY
Adrian's okay -- don't worry about it.

PAULIE EXITS AND MICKEY COMES OVER.

MICKEY
... I liked ya better when ya was emptyin' spit.

ROCKY
What's that mean?

MICKEY
It means ya trainin' like a ninth-rate pug who oughta be pumpin' gas in Jersey.

ROCKY
I think I'm gonna shower...

WALKS AWAY.

102 EXT. STREET - DAY 102

PAULIE CROSSES TOWARDS THE PET SHOP AND ENTERS.

103 INT. PET SHOP - DAY 103

ADRIAN IS WORKING IN THE BACK OF THE STORE. THE FRONT DOOR SLAMS SHUT AS PAULIE ENTERS.

PAULIE
(shouts)
Yo, Adrian, where are you?

ADRIAN
Paulie?

HE COMES TOWARDS HER AS SHE KEEPS STACKING A RACK WITH BOXES OF BIRDSEED.

PAULIE
What the hell's going on with you?!

ADRIAN
What do you mean?

CONTINUED

103 CONTINUED 103

PAULIE
Answer me -- What the hell is going on?!

ADRIAN
About what?

CONTINUED

103 CONTINUED 103

PAULIE
About what ya doin' to that guy over there.

GLORIA *
What's his problem? *

ADRIAN
(quietly)
Please, don't start, Paulie -- I'm doing what I have to do to keep him safe.

PAULIE GRABS THE CASE OF BIRDSEED AND FLINGS THE CONTENTS AROUND THE ROOM.

GLORIA *
What is this?! *

PAULIE
(screaming)
This is how I taught you, to ditch this guy when he needs ya helpin' out -- I don't believe my ears! *

ADRIAN
You never taught me anythin' -- and I never do anything to hurt Rocky. * *

PAULIE
Ya messin' up his brain bad. *

ADRIAN
I'm not doin' that -- you don't know what you're talkin' about. * *

PAULIE
Don't tell me -- He's gonna get hurt bad because of you! * *

ADRIAN
(crying)
That's not true and don't say that! *

PAULIE
I'm sayin' it!

ADRIAN
(yells)
If he gets hurt, you won't have to live with it, I will!!

CONTINUED

103 CONTINUED - 2 103

PAULIE
Go over there an' tell him it's all right.

ADRIAN
(exploding)
It's not all right! If he goes blind -- you can walk away from it, I can't -- It's not all right, it's not! I love him, you don't!

ADRIAN GOES TO LIFT A HEAVY CRATE AND BENDS IN PAIN.

104 INT. MICKEY'S GYM - LOCKER ROOM - DAY 104

ROCKY IS STILL GETTING DRESSED. HE IS BEING HARASSED BY MICKEY... SEVERAL FIGHTERS LEAN IN TO HEAR THE ARGUMENT.

MICKEY
C'mon, where's ya guts?

ROCKY
What's your problem, Mick?

MICKEY
You got a ticker problem. Let's see ya guts! Don't ya got nothin' inside anymore? Ya trainin' like a damn bum.

ROCKY
Bum.

MICKEY
Yeah, bum.

ROCKY
Maybe ya right -- maybe I ain't got it no more.

MICKEY
Then don't waste my time, ya bum. Go back to the docks where ya belong! Go back to being a two-bit nothin' -- 'cause I'm too old to waste my time trainin' a loser!

MIKE COMES RUNNING IN.

CONTINUED

104 CONTINUED 104

MIKE
Rock -- They want ya across the street!

ROCKY
What's the matter?

MIKE
Ya wife's sick!

105 EXT. MICKEY'S GYM - DAY 105

ROCKY RUNS OUT OF THE GYM AND ACROSS THE STREET AND DASHES INTO THE PET SHOP.

106 INT. PET SHOP - DAY 106

ROCKY ENTERS THE STORE AND SEES ADRIAN LYING ON THE FLOOR IN PAIN. PAULIE CRADLES HER HEAD... GLORIA IS THERE.

ROCKY
What happened?

PAULIE
Nothin', we were just talkin' loud an' she dropped down.

CONTINUED

106 CONTINUED: 106

ROCKY
Did ya call an ambulance.

PAULIE
On the way.

ROCKY
Adrian, how bad is it?
(to Paulie)
Did ya call the ambulance?

PAULIE
On the way.

CONTINUED

106 CONTINUED 106

ROCKY
(low)
What did you do? Huh! What?!
Adrian, it's gonna be okay --
it's gonna be okay.

THE SCENE DISSOLVES.

107 INT. HOSPITAL EMERGENCY WAITING ROOM 107*

ROCKY AND PAULIE SIT IN THE EMERGENCY ROOM. *
*
A DOCTOR ENTERS... HE IS FORTY, TRIM. *

DOCTOR
Mr. Balboa?

ROCKY
Right here.

DOCTOR
(walks over)
I'm Doctor Cooper -- the baby is
fine, even though a month premature.

PAULIE
What is it?

DOCTOR
A boy.

PAULIE
Congratulations... I can't believe
my sister done it.

ROCKY
How's Adrian? Where's Adrian?

107A INT. HOSPITAL HALLWAY 107A*

THE DOCTOR'S VOICE, ALONG WITH ROCKY'S, ARE HEARD AS *
ROCKY MOVES DOWN THE HALLWAY. *

DOCTOR (V.O.) *
She's had complications. *

ROCKY (V.O.) *
How? -- Like what? *

CONTINUED

107A CONTINUED 107A*

DOCTOR (V.O.) *
Your wife was hemorrhaging when *
she was brought in -- the premature *
delivery was most likely caused *
by straining of overwork, and the *
sudden loss of blood has caused *
her to slip into a coma. *

108 HOSPITAL ROOM - DAY 108*

ROCKY ENTERS THE DARKENED ROOM WHERE ADRIAN LIES... *
ROCKY APPROACHES THE BED WHERE SHE IS SUBMERGED *
IN A COMA. HIS EYES REDDEN. HE KISSES HER AND *
SITS MEXT TO THE BED. *

ROCKY
(softly)
Adrian, yo Adrian, it's me Rocky...
They say ya very sick. I don't *
wanna believe that -- I wanna *
believe ya just tired... so don't *
worry about nothin' -- ya sleep
as long as ya want 'cause I'm
gonna be here when ya wake up.

ROCKY LOWERS HIS HEAD AGAINST HER SIDE AND WEEPS SOFTLY.

THE DOOR OPENS AND PAULIE ENTERS, QUIETLY MOVES TO ROCKY. HE IS TRYING TO BE STRONG.

PAULIE
Rock... there's nothin' you can
do here... Let's go see the kid
-- This is what my sister would
want ya to do.

ROCKY
... We've got to see him together.

PAULIE REALIZES WORDS ARE USELESS AND WATCHES ROCKY LOWER HIS HEAD AGAINST ADRIAN'S SIDE, AND THE SCENE DARKENS.

109 OMITTED 109*

110 INT. ADRIAN'S HOSPITAL ROOM - NIGHT 110

ROCKY IS STILL BESIDE HIS WIFE'S BED WHEN THE NURSE ENTERS... PAULIE SITS IN A CHAIR. ROCKY IS HOLDING HER HAND. THE ROOM IS DARK.

NURSE
Mr. Balboa, visiting hours are over.

ROCKY
Can't I stay? -- I'll be quiet.

NURSE
Sorry, hospital rules.

PAULIE
(weakly)
I can't do this no more -- I can't do this watchin' her.
(Paulie exits)

ROCKY
(to Nurse)
... Do ya have a chapel?

THE NURSE NODS "YES"... ROCKY LEANS CLOSE TO ADRIAN.

ROCKY
... Good night.

ROCKY KISSES HER AND EXITS.

111 thru 113 OMITTED 111* thru 113*

114 INT. CHAPEL - NIGHT 114

ROCKY SITS IN THE TINY HOSPITAL CHAPEL STARING AT THE SMALL ALTAR... MOMENTS LATER THE DOOR OPENS AND MICKEY ENTERS.

MICKEY
Rocky -- it's three in the mornin'...
(Rocky remains silent)
I went to ya house, they told me ya was here -- It's three in the mornin', kid.

CONTINUED

114 CONTINUED - 1A 114

ROCKY
... Yeah.

MICKEY
Look, kid... I'm very sorry 'bout what happened here -- Adrian's a good girl, an' me, I'm sorry for ya both, I am -- But I gotta tell ya somethin' else one time, then I ain't sayin' it again. You're gettin' another shot at the greatest title in the world -- ya gonna be swappin' shots with the greatest fighter in the world... In case ya brain ain't workin', all this happens pretty soon. *

MICKEY SLIDES CLOSER, THEN GLANCES AROUND.

CONTINUED

114 CONTINUED 114

MICKEY
Look, Rock, what ya had happen is bad and terrible, but there ain't nothin' you can do sittin' here...
(his voice tightens)
... This shot's probley our last shot and if you think I'm gonna sit here while everything we broke our horns for all our lives is gettin' away, ya nuts!!!

MICKEY STANDS UP AND STARTS TO PACE IN FRONT OF THE ALTAR.

MICKEY
... Lemme give ya some facts of life... Your equipment ain't in the best of shape for openers! Ya still ain't learned how to switch styles -- ya still ain't gotta jab, an' ya still slow as ya were the first time! There's twenty guys who should be able to mop the canvas with ya -- All ya got is a hook an' a hard head. That's it, an' that ain't enough this time. So ya can't lay down like this on yaself, ya gotta train, or we're gonna get killed ... our fight plan has to be perfect!

MICKEY SLAPS THE SIDE OF A BENCH.

MICKEY
I don't know if I'm gettin' through ya thick head but a very tough man, the greatest fighter in the world, lookin' to break ya face in pieces an' show everybody you're nothin' but a bum who got lucky!... I din't wanna get mad, but now ya got me mad, 'cause what ya doin' is wrong! What ya doin' is dumb, so ya better understand that without you I'm nothin' but an old man with a loud voice, an' without me ya nuthin' but a has-been emptyin' spit buckets...
(MORE)

CONTINUED

114 CONTINUED - 2 114

MICKEY (CONT'D)
... So if we're gonna blow this shot, dammit we're gonna blow it together, 'cause if you're stayin', I'm stayin'...
(mumbles)
... We stay an' pray.

115 INT. ADRIAN'S HOSPITAL ROOM - DAY 115

LIGHT FILTERS THROUGH THE WINDOW AS ROCKY SITS BY THE BED HOLDING ADRIAN'S HAND... MICKEY SITS IN THE CORNER. ROCKY READS TO HER FROM A PAPERBACK BOOK.

ROCKY
(reading)
'... From his perch he gazed with narrowed eyes across the hole below'...

116 INT. HOSPITAL - DAY 116

PAULIE STANDS IN THE HALLWAY AND LEANS HIS HEAD INTO ADRIAN'S ROOM... THE SIGHT OF HIS SISTER DEPRESSES HIM AND HE WITHDRAWS FROM THE ROOM.

117 INT. ADRIAN'S HOSPITAL ROOM - DAY 117

THE SCENE DISSOLVES INTO NIGHT AS ROCKY HAS CONTINUED TO STAY AT HER SIDE... MICKEY IS STILL HERE. BEARDS DARKEN THE MEN'S FACES AND STRAIN IS REFLECTED IN THEIR EYES... ROCKY'S VOICE IS SORE.

ROCKY
(reading)
'... They rode the horses ahead. The rain was now falling heavy...'

THE NURSE ENTERS.

NURSE
Visitin' hours are over, Mr. Balboa.

ROCKY WEAKLY NODS.

118 INT. HOSPITAL CHAPEL 118

ROCKY AND MICKEY ARE SITTING SIDE BY SIDE IN THE DIMLY LIT CHAPEL.

MICKEY
(softly)
... Hungry?

ROCKY SHAKES HIS HEAD 'NO.'

119 INT. ADRIAN'S HOSPITAL ROOM - DAY 119

IT IS THE FOLLOWING DAY AND ROCKY IS AGAIN BESIDE ADRIAN'S BED... MICKEY, LOOKING AND FEELING VERY OLD, SITS IN THE CORNER.

ROCKY
(reading hoarsely)
'... So Jim rode on, aware that the Desert was ahead...'

THE SCENE DISSOLVES INTO NIGHT.

120 OMITTED 120*

121 INT. ADRIAN'S HOSPITAL ROOM - NIGHT 121

THE SUN HAS SET AND ADRIAN'S NIGHTLIGHT IS ON... ROCKY IS READING. HE IS BEING ASKED TO LEAVE BY THE NURSE ... ROCKY KISSES ADRIAN GOODBYE AND LEAVES WITH MICKEY.

122 INT. CHAPEL - NIGHT 122

ROCKY SITS FORWARD WITH HIS FACE BURIED IN HIS HANDS... MICKEY SITS SEVERAL ROWS BEHIND HIM. FOR THE FIRST TIME HE SECRETLY PRAYS.

123 OMITTED 123*

123A EXT. HOSPITAL COURTYARD - NIGHT 123A*

Paulie just sits alone on a bench staring at his hands. *

124 INT. ADRIAN'S HOSPITAL ROOM - AFTERNOON 124

ADRIAN IS STILL IN A COMATOSE STATE. ROCKY STROKES HER HAND... MICKEY SITS IN THE BACKGROUND. ROCKY HAS LOOSE PAPERS IN HIS HAND.

ROCKY
Here's something I just wrote for ya...
(reads)
'Remember when we was on ice skates --

(MORE)

CONTINUED

124 CONTINUED 124

ROCKY (CONT'D)
I thought you was suppose to be great --
But I kept givin' ya lip,
An' you kept tryin' to slip,
So I could catch ya...
That was our first date,
After that every day was great,
So now I want ya to know,
That wherever ya go
Atlantic City or in the snow,
Don't worry 'bout a thing,
'Cause as long as I wear this ring,
I'll always be there to catch ya...'

MICKEY RUBS HIS EYES AND THE SCENE FADES.

125 INT. ADRIAN'S HOSPITAL ROOM - NIGHT 125

ROCKY IS NEXT TO ADRIAN... HIS FACE RESTS NEXT TO HER OUTSTRETCHED HAND... MICKEY IS ASLEEP. LIKEWISE PAULIE. ROCKY RESTS HIS FACE NEXT TO HER HAND.

THE FINGERS NEXT TO ROCKY'S FACE MOVE. THE FINGERS TOUCH HIM. ROCKY'S REDDENED EYES WIDEN AND HE RAISES HIS HEAD. HER EYES OPEN AND SHE SEES ROCKY. HE CRADLES HIS HEAD TO HER BREAST...

ROCKY
... I knew you'd come back.

126 INT. ADRIAN'S HOSPITAL ROOM - DAY 126

ROCKY, GAZZO, PAULIE AND MICKEY ARE ALL IN ADRIAN'S ROOM.

CONTINUED

126 CONTINUED 126

ADRIAN
You haven't seen the baby?

ROCKY
I was waitin' to see it together.

GAZZO
I seen it, doll, it's a winner.
He's got your forearms.

THE NURSE COMES IN HOLDING THE BABY... SHE HANDS IT TO ADRIAN. ROCKY IS NUMBED.

ROCKY
That's really ours. He's ours?

ADRIAN
It's beautiful -- Thank you,
Rocky.

ROCKY
C'mon, you did all the work... I
can't believe we did this.

ADRIAN
Believe me we did.

ROCKY
Oh, no, he don't have a name --
What do you want to name him?

PAULIE
Paulie's a good name.

ROCKY
Yeah, it's nice.

ADRIAN
How 'bout after the father?

ROCKY
Rocky, Jr. -- C'mon, ya wanna
do that?

ADRIAN NODS.

ROCKY
... He's the best I ever seen,
thanks, Adrian, ya did good.

CONTINUED

126 CONTINUED - (2) 126

ADRIAN
Rocky, you look so tired, why don't you get some sleep.

ROCKY KISSES THE BABY.

ROCKY
I'm okay -- y'know, he's the best I ever seen... Listen, I been thinkin' if you don't want me mixin' with Creed, we'll make out doin' somethin' else.

ADRIAN
There's only one thing I'd like you to do for me, come here.

MICKEY, HANGING ON TO EVERY WORD LEANS OVER TOO.

ROCKY
(leans over)
... What?

ADRIAN
(whispers)
... Win.

MICKEY'S FACE GOES BRIGHT.

MICKEY
Then what are we waiting for.

127 EXT. STREET - DAY 127

ROCKY RUNS OUT OF HIS HOUSE AND DOWN THE STREET.

128 INT. GYM 128

ROCKY IS BLAZING AWAY ON THE SPEEDBAG.

129 INT. GYM - DAY 129

ROCKY HANGING UPSIDE DOWN FROM THE WALL IS DOING ROMAN SITUPS AS MICKEY POUNDS HIS STOMACH WITH THE SIDE OF HIS HAND.

130 EXT. BACK YARD - DUSK 130

ROCKY IS KICKING UP A LOT OF DUST AS HE REACHES OUT AND CATCHES A FLEEING CHICKEN... MICKEY LAUGHS.

131 INT. GYM - DAY 131

ROCKY IS GETTING HIT WITH THE MEDICINE BALL WHILE DOING SITUPS.

132 INT. MEAT HOUSE 132*

ROCKY POUNDS A SIDE OF BEEF. TACKED ON THE BEEF IS A PICTURE OF APOLLO CREED... * *

133 INT. GYM - DAY 133

MICKEY AND PAULIE WATCH AS ROCKY SPEEDS THROUGH A SKIP ROPE SESSION.

134 INT. GYM 134

ROCKY IS DOING ONE-ARM PUSHUPS... EXHAUSTED, HE COLLAPSES.

135 INT. GYM - RING 135

ROCKY CHASES THE LIGHTWEIGHT WHO MADE HIM LOOK SO CLUMSY LAST TIME... NOW, HE SWIFTLY CORNERS HIM AND PLAYFULLY LIFTS HIM INTO THE AIR.

MICKEY
That's speed!

136 EXT. PHILLY STREETS - DAY 136

ROCKY IS RUNNING THROUGH THE MARKETPLACE... PEOPLE CHEER HIM ON. CHILDREN FOLLOW.

137 EXT. PHILLY BRIDGE 137

ROCKY RUNS AND PASSES OVER THE BRIDGE NEAR ANDY'S BAR. NOW THIRTY CHILDREN FOLLOW.

138 EXT. STREETS - DUSK 138

ROCKY RACES DOWN THE CENTER OF THE BEN FRANKLIN PARK-WAY. A HUNDRED CHILDREN FOLLOW BEHIND.

139 EXT. MUSEUM - DUSK 139

ROCKY COMES ACROSS THE STREET IN FRONT OF THE MUSEUM. THE CHILDREN FOLLOW.

THE STEPS NOW SEEM STEEPER THAN EVER BEFORE AND APPEAR TO REACH INTO THE HEAVENS. ROCKY PULLS AWAY IN A BURST OF SPEED, REACHES THE TOP OF THESE STEPS ALONE. THE * CHILDREN DANCE AROUND HIM. HE KEEPS RUNNING. *

140 EXT. SUBWAY OVERPASS - NIGHT 140

ROCKY SPRINTS UNDER THE ELEVATED TRAIN TRESTLES AND ENTERS MICKEY'S.

141 INT. MICKEY'S STAIRCASE 141

ROCKY SPRINTS UP THE STAIRS AND BURSTS INTO THE GYM.

142 INT. MICKEY'S GYM 142

ROCKY FLIES INTO THE GYM. STILL RUNNING HE SEES CHINK WEBBER IN THE RING... CHINK SEES HIM RUNNING TOWARDS HIM... ROCKY LEANS ONTO THE APRON OF THE RING, OVER THE ROPES, STRIDES ACROSS THE RING AND CLOBBERS CHINK WITH A SINGLE PUNCH... CHINK DROPS AND THE GYM CHEERS ... ROCKY RAISES HIS HAND IN TRIUMPH.

143 OMITTED 143*

143A INT. ROCKY'S HOUSE - NIGHT 143A*

ROCKY IS ROCKING THE BABY TO SLEEP, HAVING JUST GIVEN HIS SON A BOTTLE. ROCKY HUMS, THEN PLACES THE BABY IN ITS CRIB. *

ROCKY *
Ya gonna have it all... *

EXITS. *

144 INT. ROCKY'S HOUSE - NIGHT 144

ROCKY ENTERS THE BEDROOM... ADRIAN IS SEATED ON BED. *

ADRIAN *
How's the baby? *

ROCKY *
He's got no complaints. *

ADRIAN
... Rocky, close your eyes. *

ROCKY
What is it?

ADRIAN
Close your eyes, Rocky.

ROCKY CLOSES HIS EYES AND ADRIAN PULLS OUT A GIFT-WRAPPED PACKAGE.

ADRIAN
Okay...

ROCKY
What's this? -- It ain't Christmas.

ADRIAN
... Just open.

ROCKY OPENS THE BOX AND PULLS OUT A BEAUTIFUL PAIR OF BLACK SATIN BOXING SHORTS TRIMMED IN A BRIGHT GOLDEN YELLOW -- THERE ARE BLACK AND YELLOW SHOES TO MATCH... HIS NAME IS EMBROIDERED ON THE TRUNKS.

ROCKY
They're beautiful.

CONTINUED

144 CONTINUED 144

ADRIAN
You really like them?

ROCKY
Oh, yeah... my favorite colors.

HIS MIND SEEMS TO BE ON ANOTHER SUBJECT.

ROCKY
Y'know, Adrian, ya the best...

ROCKY KISSES HER.

144A INT. ROCKY'S HOUSE - NIGHT 144A

UNABLE TO SLEEP, ROCKY QUIETLY GETS OUT OF BED AND EXITS THE ROOM.

144B EXT. ROCKY'S HOUSE - NIGHT (BACKYARD) 144B

ROCKY STEPS OUT OF HIS HOUSE AND SITS ON THE BACK STEPS. HE STARES INTO THE DARKNESS.

144C INT. CREED'S HOME - NIGHT 144C

THE CHAMPION SITS ALONE IN HIS LIVING ROOM, LOST IN THOUGHT.

145 thru 148 OMITTED 145 thru 148*

148A INT. SPECTRUM CONCOURSE - NIGHT 148A

PEOPLE ARE SELLING T-SHIRTS AND PROGRAMS.

SELLER
Official T-shirts -- official colors!!

148AA INT. ROCKY'S HOUSE - NIGHT 148AA

ROCKY STANDS OVER THE CRIB WITH ADRIAN. HE SEEMS FASCINATED BY HIS SLEEPING CHILD.

ROCKY
... Guess I gotta go now.
(he exits)

148B INT./EXT. 148B

ROCKY STANDS WITH ADRIAN AT THE DOORWAY... PAULIE IS PRESENT.

ROCKY
So Paulie, ya gonna help out with the baby tonight.

CONTINUED

148B CONTINUED 148B

PAULIE
I'll handle everythin'.

ROCKY
Just take care of everythin', okay -- you still losin' weight?

PAULIE
I'm on a good diet -- Ya gonna be late for ya own fight. *

ADRIAN
Rocky, you better go. *

ROCKY
Then everythin's okay here -- Paulie ya in charge.

PAULIE
I can handle the dumb house -- go fight!

ADRIAN
Everything's fine, Rocky.

ROCKY *
Then I better get outta here. *

ROCKY HUGS ADRIAN.

ADRIAN *
I love you. *

ROCKY
... I'm gonna try. Hard. *

ROCKY DASHES INTO HIS CAR. *

149 INT. SPECTRUM - NIGHT 149

AS THE CROWD FILES IN, THE COMMENTATORS PROVIDE THE LOCAL COLOR.

COMMENTATOR #1
... For all those watching tonight's telecast, we think you're in for a real battle in every sense of the word... This rematch was never to take place.
(MORE)

CONTINUED

149 CONTINUED 149

COMMENTATOR #1 (CONT'D)
The champion has let it be known that he is in the best shape of his illustrious career, and as for Rocky Balboa, still a two-to-one underdog, pile-driving street brawler from Philadelphia, can he duplicate his astonishing feat of ten months ago? -- Can he be the same after the incredible beating he received at the hands of the Champion -- The experts say no... this reporter is not so sure.

150 OMITTED 150

151 INT. APOLLO'S DRESSING ROOM - NIGHT 151

THE ROOM IS THE SAME AS ROCKY'S... THE ROOM IS STUFFED WITH PEOPLE WHO ARE SILENT. APOLLO'S WIFE IS PRESENT.

APOLLO'S HANDS ARE BEING TAPED.

151A EXT. CHURCHYARD - NIGHT 151A

ROCKY RUNS FROM HIS IDLING CAR AND STANDS ALONE IN THE CHURCHYARD AND CRANES HIS HEAD UP TO A THIRD STORY WINDOW. *

ROCKY
Father Carmine -- Yo, Father Carmine -- ya home?

THE WINDOW OPENS AND A PRIEST IN HIS MID-FORTIES LEANS OUT.

FATHER
Who is it?

ROCKY
Rocky Balboa!

FATHER
What're you doin' out there? -- Aren't you fighting tonight?

ROCKY
Absolutely. -- But I wanna ask a favor.

CONTINUED

151A CONTINUED 151A

FATHER
Yes?

ROCKY
'Bout the fight -- y'know, the family ain't got nobody but me -- so could ya throw down a blessin' so if I get nailed tonight it won't be too bad.

THE FATHER BLESSES HIM AND ROCKY SMILES.

ROCKY
Thanks.

ROCKY RUNS BACK TO THE CAR.

ROCKY
The fix is in. *

152 OMITTED 152

153 INT. APOLLO'S DRESSING ROOM 153

APOLLO'S EYES ARE BEING GREASED.

154 EXT. ROCKY'S CAR - NIGHT 154

ROCKY IS DRIVING LIKE A MANIAC.

ROCKY *
... Mickey's gonna kill me. *
*

155 INT. APOLLO'S DRESSING ROOM 155

APOLLO IS HAVING HIS DIAPHRAGM STRETCHED.

156 INT. SPECTRUM 156

COMMENTATOR #1
The area is certainly packed with Rocky's people -- I've never seen so many Italians in one place.

157 INT. APOLLO'S DRESSING ROOM 157

CREED IS BREAKING INTO A SLIGHT SWEAT AS HE SHADOW-BOXES.

158 INT. SPECTRUM 158

THE COMMENTATORS ARE DOING THEIR DUTY.

COMMENTATOR #1
... Many rumors have been circulating about this fight.

COMMENTATOR #2
The most obvious being a definite desire for Apollo to draw first blood and end it quickly -- proving his claim the last fight was a fluke -- a fluke, again, I'm not so sure.

COMMENTATOR #1
There's bad blood here.

COMMENTATOR #2
That's an understatement, Bill.

159 INT. HALLWAY 159

ROCKY MOVES QUICKLY TOWARDS THE DRESSING ROOM. IN THE HALLWAY ARE SEVERAL GUARDS. IRATE, MICKEY COMES TOWARDS HIM. *

MICKEY
I'm gonna break ya neck -- where have ya been! Are you losin' ya brains -- we gotta fight! Get dressed! *

AS ROCKY IS ABOUT TO ENTER, SUDDENLY CREED COMES OUT OF HIS DRESSING ROOM... HE LOOKS AT ROCKY LIKE HE IS CRAZY.

CONTINUED

159 CONTINUED 159

ROCKY
Yo, Apollo -- How ya doin'?

MICKEY
Get in there, Rock!

APOLLO
I'd like to have a couple words with 'The Stallion.'

MICKEY
This ain't right.

MICKEY LOOKS AT ROCKY AND HE NODS "YES"... CREED MOVES FORWARD AND STANDS ALONE IN FRONT OF ROCKY'S DRESSING ROOM.

MICKEY
(yells)
I ain't takin' much more of this!

ROCKY
It's okay..

APOLLO
(tensely)
... I just wanted to tell you I'm goin' out there to win big tonight an' I hope you don't get hurt --

ROCKY
... I hope so, too.

APOLLO
The bad mouthin' in the press was nothing personal; it was just to get the public excited.

ROCKY
(smiles)
... Pretty smart.

APOLLO
I got respect for you, man, but I'm tellin' ya, I'm going for the quick knockout...

APOLLO STARTS TO TURN.

ROCKY
Yo, Apollo, I'm gonna try to win, too.

CONTINUED

159 CONTINUED - 2 159

AND APOLLO EXITS AND RE-ENTERS HIS DRESSING ROOM... MICKEY STICKS HIS HEAD OUT.

MICKEY
What the hell did he talk about?

ROCKY
... Life in general...

160 INT. SPECTRUM - NIGHT 160

THE COMMENTATORS FACE THE TV CAMERA.

COMMENTATOR #2
Tonight we are being broadcast to millions of viewers around the world -- It might be interesting to note the fighters' records. The Champion has 47 victories and no losses -- The Challenger has 44 wins but 21 losses and the only time he was ever off his feet was in the first fight with Apollo Creed.

161 INT. ROCKY'S DRESSING ROOM 161

ALL ROCKY'S PEOPLE ARE PRESENT. AL, MIKE, GAZZO AND MICKEY WHO WATCHES ROCKY PRAYING IN FRONT OF THE SINK. *

MICKEY
It's time, kid.

ROCKY GETS UP AND STARES AT HIMSELF FOR A SECOND IN THE MIRROR AND TURNS AND EXITS THE RESTROOM.

161A INT. HALLWAY - NIGHT 161A

ROCKY AND HIS CORNER MEN WALK TOWARDS THE ARENA... THEY ARE LED BY TEN SECURITY POLICE.

ROCKY
It's really warm for October, don't you think, Mick?

MICKEY
No, it's perfect.

CONTINUED

161A CONTINUED 161A

ROCKY
Wonder what the temperature is.

MICKEY
Whatever it is, it's perfect.

ROCKY
Ya know, my shoulder feel a little stiff.

MICKEY
Ya in perfect workin' condition.

ROCKY
Ya look good tonight, Mick.

MICKEY
An' you look perfect.

ROCKY
Yo, Mick, while I got the chance I wanna say I'm gonna try hard for you tonight...
(Mickey pats his shoulder)
Ain't this robe nice, better than last year, that's for sure.

161B INT. SPECTRUM - NIGHT 161B

THE COMMENTATORS SIT IN FRONT OF THEIR ROW OF MONITORS.

COMMENTATOR #2
The crowd is beginning to stir as -- yes -- Rocky Balboa, known to millions as 'The Italian Stallion,' is making his way towards the ring -- the crowd is chanting his name... Why this fighter of limited ability has gained such popularity is still a mystery.

ROCKY MOVES THROUGH THE WELL-WISHING CROWD WHICH CHEERS HIM TO THE RING...

COMMENTATOR #1
He'd better be in shape because he's in for the challenge of his life.

CONTINUED

161B CONTINUED 161B

COMMENTATOR #2
Again an understatement... But rumor has it that perhaps the Champion is in too good of shape -- in other words, could he have over-trained, which is nearly as bad as being under-trained, and only in the latter rounds would that prove dangerous.

162 INT. ROCKY'S HOUSE - NIGHT 162

PAULIE SITS IN FRONT OF THE TELEVISION, CHUGGING DOWN BEER AND EATING PRETZELS. ADRIAN SITS BESIDE HIM.

ROCKY IS SEEN ENTERING THE RING.

163 INT. SPECTRUM - NIGHT 163

THE CROWD IS WAVING AND ROCKY WAVES BACK... MICKEY SCREAMS INTO ROCKY'S EAR AS THEY MOVE THROUGH THE CROWD.

MICKEY
These people are for you, Rock!

ROCKY
(shrugs)
I appreciate it.

MICKEY
Are ya ready in here?
(Rocky nods)
Tonight's our night -- tonight you're gonna show the world who you are! You're gonna be unstoppable tonight. You're the best -- you're the best.

THE COMMENTATORS SHIFT IN THEIR SEATS.

COMMENTATOR #1
Apollo Creed should be making his entrance any second, and the crowd is becoming restless.

164 ANOTHER ANGLE 164

A PLASTIC WEDGE SHIELD SPLITS THE PEOPLE AS CREED AND AN ARMY OF BODYGUARDS MOVE TOWARDS THE RING. APOLLO LOOKS DEADLY SERIOUS.

APOLLO IS DRESSED IN A WHITE ROBE.

COMMENTATOR #2
... Apollo Creed appears to be in a very serious frame of mind.

COMMENTATOR #1
I've seen Creed fight many times, but never have I seen him so intense.

165 ROCKY 165

LOOKS UP AND SMILES.

ROCKY
It's Apollo.

MICKEY
Who'd ya expect?

ROCKY
Hey, Mick, while I got the chance, I wanna say I'm gonna be tryin' hard for ya.

166 APOLLO CREED 166

ENTERS THE RING AND COMES CLOSE TO ROCKY. HE MOVES LIKE A PANTHER.

APOLLO
(dryly)
You in two... You're down in two!

HE WALKS AWAY.

MICKEY
Don't let it bother ya.

ROCKY
Wouldn't it bother you?

167 APOLLO 167

TAKES OFF HIS ROBE AND STANDS PROUDLY IN A WHITE FIGHTING OUTFIT... HIS CORNERMEN HOLD A MIRROR SO HE CAN COMB HIS HAIR. HE PUSHES IT AWAY.

168 THE PROMOTER, MILES JERGENS 168

STEPS TO THE CENTER OF THE RING... HE TAKES HOLD OF THE MICROPHONE.

JERGENS
Ladies and gentlemen, welcome to the Spectrum.

169 MICKEY 169

TOUCHES ROCKY'S SHOULDER.

MICKEY
Speed -- speed!

170 THE PROMOTER 170

CONTINUES WITH THE INTRODUCTIONS.

JERGENS
Without further delay may I introduce the combatants for tonight's fight...
(MORE)

170 CONTINUED 170

JERGENS (CONT'D)
In the far corner, weighing two hundred and one, a man who thrilled the world last year -- from the great fighting city of Philadelphia -- 'The Italian Stallion,' Rocky Balboa!

171 INT. SPECTRUM - NIGHT 171

GAZZO SITS WITH HIS DATE AND APPLAUDS.

172 OMITTED 172*

173 INT. ROCKY'S HOUSE - NIGHT 173

PAULIE SITS WITH ADRIAN.

ADRIAN
I'm with you.

174 INT. SPECTRUM - NIGHT 174

NOW TURNS TO APOLLO CREED AND WINKS. *

JERGENS
Now in the far corner, a champion who needs no introduction anywhere in the civilized world -- weighin' in at two hundred and fifteen pounds, the true master of disaster, the undefeated heavyweight champion of the world, the one, the only, Apollo Creed!!!

175 A ROAR 175

GOES UP, AND APOLLO WAVES SEDATELY TO THE CROWD.

176 THE TIMEKEEPER 176

RINGS THE BELL AND THE REFEREE WAVES THE FIGHTERS TO THE CENTER OF THE RING.

CONTINUED

176 CONTINUED 176

REFEREE
... You both know the rules --

APOLLO
(overriding)
You're goin' down. --

REFEREE
No holding behind the neck --

APOLLO
I pity you.

REFEREE
In case of a knockdown, go to a neutral corner.

APOLLO
In two -- you in two...

REFEREE
An' come out fightin'.

APOLLO
Get ready for the storm, chump...

ROCKY SMILES AND APOLLO ROUGHLY TAPS HIS GLOVES.

177 ROCKY 177

RETURNS TO HIS CORNER. HE DISROBES.

ROCKY
... He's still upset.

MICKEY
Who cares!? -- Remember, protect that eye -- Speed, move, jab and hook! But no matter what -- don't go back to fightin' southpaw! -- I'll tell ya when! Now get him!

ROCKY
I'll try.

MIKE *
Good luck, Rock.

MICKEY
He's gonna try to kill ya -- but get through this round an' he's ours!

178 APOLLO 178

STANDS IN THE CORNER, VERY CONFIDENT. THE TRAINER IS TALKING INTO HIS EAR.

APOLLO
(low, to himself)
He's down in two.

TRAINER
He's in shape -- go out an' show him who you are! Don't play around, don't do nothin' but showin' him who you are!

179 ROCKY 179

LOOSENS UP BY JABBING IN THE AIR.

MICKEY
Show him who you are!

180 THE TIMEKEEPER 180

RINGS THE BELL AND THE FIGHT IS ON... ROCKY HALF-KNEELS AND MAKES THE SIGN OF THE CROSS AND TURNS.

181 APOLLO 181

COMES OUT WITH FIRE IN HIS EYES AND BOMBARDS WITH A FLURRY OF PUNCHES THAT FIND THEIR MARK.

ROCKY TRIES TO PUSH HIM AWAY, BUT CREED CONTINUES TO BOMB.

182 MICKEY AND MIKE 182*

ARE SCREAMING INSTRUCTIONS.

MICKEY
Lean right -- break his damn jab!

MIKE
Get the body! The body! *
*

183 ANOTHER ANGLE 183

ROCKY CANNOT KEEP CREED AWAY. HE CIRCLES LEFT, HE CIRCLES RIGHT... HE IS FIGHTING MAGNIFICENTLY.

APOLLO
C'mon, chump!

184 ANOTHER ANGLE 184

COMMENTATORS ARE CAUGHT UP IN THE EXCITEMENT.

COMMENTATOR #1
I don't believe it -- the southpaw from Philly is now fighting right-hand -- He also is faster than last time, but so is the champ. Creed is landing at will, and Balboa is taking a thrashin'. *

COMMENTATOR #2
I hate to admit it, but it does look like a mismatch -- an' I'm curious about Rocky's right eye -- Apollo's hooks appear to be landing at will.

COMMENTATOR #1
They certainly do! Oh, the Champion has never looked better or madder.

185 ANOTHER ANGLE 185

APOLLO SLAMS ROCKY BACK INTO ROCKY'S CORNER AND BEGINS TO WORK HIM OVER.

APOLLO SLAMS, TIES HIM UP, AND SMILES.

APOLLO
Go down! I'm gonna put ya down!

186 ANOTHER ANGLE 186

APOLLO, NOW FEELING THE FIGHT IS BECOMING ALL HIS, BACKS OFF AND BEGINS TO BOX IN A UNIFORM MANNER... ROCKY BOXES BACK.

CREED SENDS A JAB THAT ROCKY DUCKS AND RECEIVES A HARD HEAD PUNCH, FOLLOWED BY DOUBLE HOOKS TO THE HEAD AND BODY... CREED IS JARRED.

187 ANOTHER ANGLE 187

COMMENTATOR #1
What a combination -- I can't get over the transformation.

CONTINUED

187 CONTINUED 187

COMMENTATOR #2
The Champion certainly felt that one -- now here comes Balboa!

188 ANOTHER ANGLE 188

ROCKY CHASES THE CHAMPION INTO THE ROPES, AND APOLLO CREED COVERS UP. RIGHT AWAY, ROCKY BEGINS TO POUND CREED'S LEFT SHOULDER AND ARM. APOLLO TRIES TO TIE HIM UP BUT ROCKY PULLS HIM BACK IN THE CORNER AND CONTINUES TO BEAT THE ARM AND SHOULDER.

189 ANOTHER ANGLE 189

THE CROWD IS COMING ALIVE.

190 ANOTHER ANGLE 190

CREED'S TRAINER IS SCREAMING.

TRAINER
Get off the ropes... Damn... Get off the ropes! Pump that jab -- pump it!!

191 ANOTHER ANGLE 191

APOLLO PUSHES ROCKY AWAY AND STEPS TO THE CENTER OF THE RING... ROCKY COMES AFTER HIM. CREED SHIFTS, SETS HIMSELF AND UNLEASHES A PERFECT ONE-TWO COMBINATION THAT FLOORS ROCKY.

192 ANOTHER ANGLE 192

ROCKY IS UP IMMEDIATELY, BUT HIS EYE IS CUT.

193 THE CROWD 193

GAZZO JUMPS TO HIS FEET.

GAZZO
Get up, Rock!

THE CROWD IS CHEERING THEIR MAN ON -- BUT THEY BELIEVE THE END IS NEAR.

194 ANOTHER ANGLE 194

APOLLO GOES TO HIS NEUTRAL CORNER, SMILING, WAVING TO THE CROWD.

195 ANOTHER ANGLE 195

THE REFEREE IS GIVING ROCKY THE MANDATORY EIGHT COUNT... ROCKY IS DYING TO GET AT APOLLO... ROCKY GETS DROPPED AGAIN.

195A ANOTHER ANGLE 195A

MICKEY
Go after him -- go after him.

195B ANOTHER ANGLE 195B

TRAINER
Put him away!!

195C ANOTHER ANGLE 195C

COMMENTATOR #2
He down, but his eyes are clear -- He must be in great shape to withstand this butchering, and that's what it is, butchering.

HE GOES AFTER HIM AND HE AND APOLLO ATTACK EACH OTHER WITH ROCKY GETTING THE WORST OF IT... ROCKY ALMOST GETS DROPPED AGAIN... THE BELL RINGS.

196 INT. ROCKY'S HOUSE - NIGHT 196

PAULIE LOOKS AT THE TELEVISION AND MUMBLES TO HIMSELF.

PAULIE
(to the screen)
Break his head! --
(to Adrian)
He'll be all right.

TEARS WELL IN ADRIAN'S EYES.

197 INT. SPECTRUM 197

ROCKY IS BACK IN HIS CORNER, THE CUTMAN IS WORKING FRANTICALLY... MICKEY WETS HIM DOWN.

ROCKY
I can't believe it.

CONTINUED

197 CONTINUED 197

MICKEY
What?

ROCKY
He broke my nose again.
(pause)

198 ANOTHER ANGLE 198

APOLLO STANDS IN HIS CORNER, ANGRY. *

TRAINER
Did the switchin' styles throw you off?

APOLLO
No way.

TRAINER
Then ya should've had him! Hook off the jab! I told you not to let up -- The man's dangerous, * hear? *

APOLLO
Dangerous, nothing!

198A ANOTHER ANGLE 198A

ROCKY
I wanna go back to my old style.

MICKEY
We gotta plan, we stay to it, dammit -- I'll tell ya when. You'll get ya rhythm soon.

198B ANOTHER ANGLE 198B

APOLLO
He's through -- He's through! *

TRAINER
Keep stickin', hear! Watch the * hooks. *

APOLLO *
He's down. *

199 ANOTHER ANGLE 199

THE COMMENTATORS SCAN THE MONITORS.

COMMENTATOR #1
Rocky Balboa is a more sophisticated fighter, but he has taken a terrific beating -- the big question is how much effect it has had.

200 ANOTHER ANGLE 200

ROCKY STANDS AND MICKEY RUBS HIS SHOULDER.

MICKEY
Think you can't be hurt! You can't, ya tough -- the toughest!

ROCKY
He's great, Mick.

MICKEY
He's just a man! He's no better than you. You can beat him! -- You're a tank -- a tank -- go through him!

ROCKY
... A tank.

201 ANOTHER ANGLE 201

TEH BELL RINGS AND CREED COMES OUT, DANCING... ROCKY GOES AFTER HIS BODY AND DRIVES THE CHAMP BACK.

CONTINUED

201 CONTINUED 201

ROCKY AND CREED SQUARE OFF IN THE CENTER OF THE RING, AND APOLLO BACK-PEDALS AND PICKS ROCKY'S FACE APART WITH JABS.

202 ANOTHER ANGLE 202

ROCKY, ON THE OTHER HAND, CONTINUES TO BOX AND POUND CREED'S SHOULDER.

ROCKY CATCHES HIM WITH A SOLID HEAD SHOT... CREED BOUNCES OFF THE ROPES AND BOXES THE HELL OUT OF ROCKY ... HE DRIVES ROCKY AGAIN ONTO THE ROPES, AND ROCKY ESCAPES AFTER A BRIEF BOMBARDMENT AND DRIVES CREED INTO A CORNER... THE BELL RINGS. THEY ARE SEPARATED BY THE REFEREE.

APOLLO
(yells)
You're gonna fall!

CONTINUED

202 CONTINUED 202

ROCKY
(yells)
No, I ain't!!

COMMENTATOR #1 (V.O.)
... It's my opinion we're in for a long night.

202A ANOTHER ANGLE 202A

THE BEAUTIFUL CARD GIRLS SHOW THE ROUNDS PASSING.

202B ANOTHER ANGLE 202B

It is Round Six. Rocky slumps in the corner.

MICKEY
How's his eye? Al?

AL
Bad.

ROCKY
Everything is okay.

MICKEY
He's tearin' ya face off -- switch now to Southpaw.

ROCKY
Not yet.

MICKEY
He's gonna floor ya.

ROCKY
I ain't goin' down.

202C APOLLO'S CORNER 202C

APOLLO'S EYE IS SWOLLEN BAD.

APOLLO
He's goin' down!! Ring the bell -- C'mon -- ring!

203 ANOTHER ANGLE 203

FOR THE NEXT SIX ROUNDS, THE FIGHTERS POUND EACH OTHER WITH CREED TAKING A CLEAR ADVANTAGE... BUT ROCKY'S BEATING OF CREED'S BODY IS SLOWING THE CHAMPION DOWN. CREED'S FACE IS A SWOLLEN MASS. *

204 ANOTHER ANGLE 204

AS THEY SIT IN THEIR CORNERS AND ARE ATTENDED BY THEIR CORNERMEN, THE BRUTALIZATION OF THEIR FACES IS APPARENT... ESPECIALLY ROCKY'S. HIS EYE IS CLOSING.

205 ANOTHER ANGLE 205

IT IS NEARING THE END OF THE TWELFTH ROUND... APOLLO'S LEFT JAB IS USELESS, AND ROCKY'S FACE IS A PULP... THE CHALLENGER DRIVES HARD BODY SHOTS, BUT CREED COUNTERS WITH A BRILLIANT ATTACK OF STRAIGHT RIGHTS THAT STAGGER ROCKY AND LEAVE HIM HANGING ON THE ROPES AS THE BELL RINGS.

206 ANOTHER ANGLE 206

ROCKY IS AIDED TO HIS CORNER.

MICKEY
How's the eye?

ROCKY
It works.

207 ANOTHER ANGLE 207

IN APOLLO'S CORNER, THE CHAMP IS BREATHING HARD AND HIS FACE IS SWOLLEN BADLY.

APOLLO
(panting)
He's goin' -- He's goin'. *

TRAINER
Ya got him on points -- forget * the knockout -- just stick an' * move. Three more minutes! This * man is breakin' ya up inside! * Stay away!! **

CONTINUED

207 CONTINUED 207

APOLLO
It ain't gonna be like last time -- I gotta drop 'im!

208 ANOTHER ANGLE 208

IN ROCKY'S CORNER, AN AGRUMENT RAGES.

MICKEY
Ya can't do no more!

ROCKY
I know what I'm doin'.

THE REFEREE COMES OVER.

REFEREE
Rock, if ya get in trouble again, I'm gonna stop it!
(walks away)

ROCKY
Please, don't stop nothin'!

208A ANOTHER ANGLE 208A

TRAINER
You think you know everythin'! You stick an' move!

APOLLO
... Gotta drop him.

TRAINER
With what?! Ya can't lift your arms no more.

APOLLO
He's got to go down!

208B ANOTHER ANGLE 208B

MICKEY
Call it off -- ya can't win unless ya knock him out! Ya gettin' killed out there!

CONTINUED

208B CONTINUED 208B

ROCKY
... It's my life!

MICKEY
He's gonna kill ya -- ya wanna go blind! This is it! This is our last chance. Ya gotta switch now!

ROCKY
No tricks. -- I think I can win.

MICKEY
Ya crazy! Ya ready to drop. Switch now, he's ready.

ROCKY
No tricks.

MICKEY
Then go to the body! Break his ribs. Don't let him breathe, Rock!

209 ANOTHER ANGLE 209

THE BELL RINGS AND THE FIGHTERS ALMOST STAGGER OUT OF THEIR CORNERS.

210 ANOTHER ANGLE 210

COMMENTATOR #1
Here we are in the 15th round and in my opinion this has got to be even more grueling than the first -- why they haven't stopped it, God only knows.

CONTINUED

210 CONTINUED: 210

COMMENTATOR #2
I have Apollo well ahead -- all he has to do is stay away and he'll retain the title -- but he's in there with a hellcat from Philly who's not about to lay down.

211 ANOTHER ANGLE 211

APOLLO COMES OUT AND CIRCLES. HE LIGHTLY FLICKS THREE JABS AND TWO RIGHTS IN ROCKY'S FACE...

MICKEY
(yells)
Now!!!

ROCKY LEAPS FORWARD AND EXPLODES WITH A THUNDEROUS RIGHT HOOK THAT NEARLY KNOCKS CREED OFF HIS FEET.

THREE MORE EXPLOSIVE HOOKS, THEN A LEFT, AND CREED NEARLY GOES DOWN... THE ARENA IS IN PANDEMONIUM.

212 ANOTHER ANGLE 212

COMMENTATOR
... Incredible! Balboa has just nearly floored the Champ! A leaping hook's caught the exhausted Champion off-guard. Creed doesn't know where he is -- blind instinct. Balboa is staggering from exhaustion -- now it's all conditioning and guts!

213 ANOTHER ANGLE 213

MICKEY IS FRANTIC.

MICKEY
Show him ya fire! Show him who you are! Hook -- Hook! Hook!

214 INT. ROCKY'S HOUSE - NIGHT 214

PAULIE
(screaming)
Go for it, Rocko!

ADRIAN SITS ON THE EDGE OF THE COUCH.

215 INT. SPECTRUM - THE CROWD 215

GAZZO JUMPS TO HIS FEET.

GAZZO
Go for it, Rock.

216 ANOTHER ANGLE - THE RING 216

APOLLO'S TRAINER IS POUNDING THE SIDE OF THE ROPES.

TRAINER
Stay away -- move back, hear!
Move back!!

217 ANOTHER ANGLE 217

THE REFEREE MOTIONS FOR BOTH MEN TO CONTINUE...
APOLLO MOTIONS FOR ROCKY TO COME AHEAD.

218 ANOTHER ANGLE 218

COMMENTATOR #2
I can't believe it -- Apollo must be out on his feet -- he is challenging Balboa to come ahead!

219 ANOTHER ANGLE 219

ROCKY STEAMS AHEAD AND BLASTS CREED WITH DOUBLE HOOKS THAT SEND THE CHAMP AGAINST THE ROPES... CREED FINDS AN OPENING AND CUTS LOOSE WITH EVERYTHING HE HAS, AND ROCKY IS STAGGERED.

COMMENTATOR #2
I can't believe it -- Balboa was caught with a ripping combination and he is in bad trouble.

COMMENTATOR #1
He's going down -- Creed's punches are landing at will -- how much can be take?!

220 INT. ROCKY'S HOUSE - NIGHT 220

PAULIE AND ADRIAN ARE WATCHING THE TELECAST. PAULIE IS ON HIS FEET.

CONTINUED

220 CONTINUED 220

ADRIAN
Fight back, honey.

PAULIE
Stay on ya feet -- this is it!!

221 INT. SPECTRUM - THE CROWD 221

THE CROWD HAS GONE BERSERK. THEY ARE CHANTING ROCKY'S NAME. ROCKY IS GETTING PUNCHED AROUND BY CREED.

COMMENTATOR #1
What is keeping him up? Creed is desperately trying for the knockout but the Southpaw is taking the champion's best!

ROCKY LOOKS AT CREED... THIS IS THE FINAL MOMENT OF TRUTH.

ROCKY
C'mon! Toe-to-toe!!

222 ANOTHER ANGLE 222

APOLLO'S TRAINER IS SCREAMING.

TRAINER
Back up -- back up -- ya got nothin' to prove!!

223 ANOTHER ANGLE 223

MICKEY, MIKE AND AL ARE FLUSHED WITH EXCITEMENT.

MICKEY, MIKE & AL
Ya got him -- use ya left!! Go for it!!

COMMENTATOR #1
Balboa's hurt but he's far from out.

COMMENTATOR #2
Neither man wants to back up -- what we have now is a pier six brawl.

224 ANOTHER ANGLE 224

APOLLO AND ROCKY ATTACK EACH OTHER IN THE CENTER OF THE RING...

CREED BEGINS TO TAKE THE ADVANTAGE, SLICING ROCKY WITH A VARIETY OF COMBINATIONS, THEN SLOWS DOWN. ROCKY STANDS TOE-TO-TOE WITH CREED AND IS GETTING THE ADVANTAGE.

225 ANOTHER ANGLE 225

COMMENTATOR #2
Apollo has dished out his best -- his punches are like lead.

COMMENTATOR #1
And Rocky has taken it and he appears to have gotten a second wind.

COMMENTATOR #2
Here comes Rocky!!

226 ANOTHER ANGLE 226

ROCKY TAKES A HARD CREED RIGHT, THEN STEAMS AHEAD, DRIVING BLOW AFTER BLOW INTO APOLLO... APOLLO IS ON THE ROPES, HE TRIES TO FEND OFF THE BLOWS... ROCKY BACKS UP, CREED STAGGERS FORWARD, AND ROCKY RIPS A LEAPING RIGHT HOOK THAT CONNECTS PERFECTLY ON THE JAW... THE GREAT CHAMPION IS DOWN... ROCKY IS SO EXHAUSTED THAT THE MOMENTUM OF HIS LAST PUNCH CAUSES HIM TO COLLAPSE TO THE CANVAS. NOW BOTH HE AND CREED ARE DOWN TOGETHER AND THE AUDIENCE IS SCREAMING INSANELY.

REFEREE
One -- two -- three --

227 ANOTHER ANGLE 227

THE COMMENTATORS ARE ON THEIR FEET.

COMMENTATOR #1
Unbelievable! Both men are down -- exhausted, beaten!
(MORE)

CONTINUED

227 CONTINUED 227

COMMENTATOR #1 (CONT'D)
Both are being counted out -- Creed and Balboa are both trying to beat the count! -- In this case if Creed gets up he'll retain his title!!

COMMENTATOR #2
Balboa is on one knee -- he's trying to make it!

227A ANOTHER ANGLE 227A

Apollo Creed's wife, Maryanne, is yelling:

MARYANNE
Get up, Apollo -- Get up!

228 ANOTHER ANGLE 228

THE REFEREE CONTINUES TO COUNT APOLLO AND ROCKY OUT.

REFEREE
Four -- five --

229 INT. ROCKY'S HOUSE - NIGHT 229

ADRIAN & PAULIE
Get up, Rocky! -- Please get up!

229A ANOTHER ANGLE 229A

THE TIMEKEEPER IS STANDING AND COUNTING WITH A WOODEN GAVEL.

230 INT. SPECTRUM - NIGHT 230

MICKEY, MIKE AND AL POUND THE SIDE OF THE RING. *

MIKE *
Get up, Rock! Get on ya feet!! *

MICKEY
C'mon, show your heart! -- C'mon, do it! Do it! Get up!

231 ANOTHER ANGLE 231

CREED'S TRAINER AND CORNERMEN ARE SCREAMING.

TRAINER
Do it! C'mon, champ! Get up, champ! Do it!!

232 ANOTHER ANGLE 232

ROCKY IS IN ANOTHER WORLD. HIS FACE IS SPLATTERED WITH BLOOD. SWEAT RAINS DOWN HIS AGONIZED FACE AS HE STRAINS TO GET TO HIS FEET.

REFEREE
Seven -- eight --

232A ANOTHER ANGLE 232A

COMMENTATOR #1
The only inches away, but neither man can hardly move!

233 ANOTHER ANGLE 233

ROCKY LOOKS AT THE AUDIENCE AND APOLLO FROM HIS DISTORTED POINT OF VIEW. EVERYTHING APPEARS TO BE UNDERWATER.

REFEREE
... Nine!

234 ANOTHER ANGLE 234

IN A LAST SECOND SHOW OF DETERMINATION, ROCKY MANAGES TO GET TO HIS FEET... THE CROWD GOES BERSERK...

REFEREE
... Ten!

THE REFEREE GRABS ROCKY'S HAND AND RAISES IT IN VICTORY. MICKEY, MIKE AND AL RUSH ACROSS THE RING AND HUG ROCKY. ROCKY BURIES HIS FACE ON MICKEY'S SHOULDER AND CRIES. *

235 ANOTHER ANGLE 235

THE COMMENTATORS ARE FLUSHED WITH EXCITEMENT.

CONTINUED

235 CONTINUED 235

COMMENTATOR #1
He did it! At the very last second, Balboa got to his feet -- he made it! Rocky Balboa has just shocked the entire sporting world like it has never been shocked! Now he is crying from fatigue and the excitement!

236 ANOTHER ANGLE 236

MANY PEOPLE STREAM INTO THE RING. POLICE SHOVE THEM BACK.

237 THE CROWD 237

GAZZO APPLAUDS WILDLY.

238 INT. ROCKY'S HOUSE - NIGHT 238

PAULIE HUGS ADRIAN.

PAULIE
He's the best!

239 OMITTED 239*

240 INT. SPECTRUM - NIGHT 240

AS EVERYONE TRIES TO TALK TO ROCKY, THE NEW CHAMPION MOVES TOWARDS APOLLO'S CORNER... STILL SUPPORTED BY HIS CORNERMAN, ROCKY GOES TO APOLLO. APOLLO IS WITH HIS WIFE.

ANNOUNCER
In a stunning upset, the new Heavyweight Champion of the World, Rocky Balboa!

ROCKY
... You're great.

APOLLO
Good luck.

APOLLO AND ROCKY EMBRACE AND APOLLO RAISES ROCKY'S HAND.

240A ANOTHER ANGLE 240A*

MICKEY COMES OVER AND DRAPES THE HEAVYWEIGHT CHAMPIONSHIP BELT ON ROCKY'S SHOULDER.

241 ANOTHER ANGLE 241

THE COMMENTATORS HAVE MADE THEIR WAY INTO THE RING AND SHOVE A MICROPHONE IN FRONT OF ROCKY.

MICKEY PUSHES THEM AWAY.

COMMENTATOR #1
Rocky, how do you feel?

ROCKY
I didn't think I was gonna make it -- He's great!

COMMENTATOR #2
As Heavyweight Champion, what're your plans now?

ROCKY
(yelling)
I'm goin' home -- Can I have the microphone? -- Yo, the microphone!

COMMENTATOR #1
Give the Champ the microphone!! Give 'im the mike!

ROCKY FINALLY GETS TO THE MICROPHONE.

ROCKY'S VOICE BOOMS OUT AND THE CROWD NOISE DIES DOWN.

ROCKY
(almost crying)
Excuse me -- I can't believe it -- I can't believe this -- I wanna thank Apollo for fightin' me an' thank Mickey for trainin' me, I wanna thank the great city of Philly, I wanna thank God for helpin' me -- an' except for my son being born this is the best night in the history of my life!

ROCKY WIPES THE SWEAT AWAY THAT RUNS DOWN HIS SWOLLEN FACE. SOMEBODY IN THE CROWD YELLS:

CONTINUED

241 CONTINUED 241

CROWD
We love ya, Rock.

ROCKY
I love yas, too. An' I just wanna * say somethin' to my wife... *

ROCKY TURNS TO THE TV CAMERA AND RAISES HIS FIST AND CHAMPIONSHIP BELT.

ROCKY
-- Yo, Adrian, I did it!!!

THE CROWD STARTS CHANTING ROCKY'S NAME AND THE SCENE DIMS AWAY AS ROCKY IS SURROUNDED BY WELL-WISHERS.

FADE OUT.

THE END